

EXHIBIT 1

**REDACTED VERSION OF
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5 WAYMO LLC

6 Plaintiff,

7 | vs. Case No.

8 UBER TECHNOLOGIES, INC.; 17-cv-00939-WHA

9 OTTOMOTTO, LLC; OTTO

10 TRUCKING LLC,

11 Defendants.

14 | **ATTORNEYS' EYES ONLY**

16 VIDEOTAPED DEPOSITION OF TRAVIS KALANICK

17 San Francisco, California

18 | Thursday, July 27, 2017

19 | Volume I

21 REPORTED BY:

22 REBECCA L. ROMANO, RPR, CSR No. 12546

23 | JOB NO. 2665725

25 PAGES 1 - 329

1 UNITED STATES DISTRICT COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION
4
5 WAYMO LLC
6 Plaintiffs,
7 vs. Case No.
8 UBER TECHNOLOGIES, INC.; 17-cv-00939-WHA
9 OTTOMOTTO, LLC; OTTO
10 TRUCKING LLC,
11 Defendants.
12 _____
13
14
15
16 VIDEOTAPED DEPOSITION OF TRAVIS KALANICK,
17 taken on behalf of the Plaintiffs, at Orrick,
18 Herrington & Sutcliffe LLP, 405 Howard Street,
19 San Francisco, California, commencing at 8:18 a.m.,
20 Thursday, July 27, 2017 before Rebecca L. Romano,
21 Certified Shorthand Reporter No. 12546
22
23
24
25

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25 Jeffree Anderson, Videographer

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1 I N D E X		1 E X H I B I T S (cont'd)	
2 DEPONENT	3 EXAMINATION	2 NUMBER	4 PAGE
3 TRAVIS KALANICK	5 PAGE	3 DESCRIPTION	4 Exhibit 377 Text Message, UBER00073891; 246
4 VOLUME I		5	6 Exhibit 378 Email 3/31/2016 Subject: 248
5 BY MR. VERHOEVEN	14	7 Whiteboard translation TK	8 points, UBER00075047 -
6		9 UBER00075048;	
7		10	11 Exhibit 379 Email 4/11/2016 & attached Zing 256
8 E X H I B I T S		12 Board Slides, UBERT00100344 -	13 UBER00100352;
9 NUMBER	10 PAGE	14	15 Exhibit 380 Minutes of Special Meeting 259
10 DESCRIPTION		16 4/11/2016, UBER00101482 -	17 UBER00101498;
11 Exhibit 365 Agreement and Plan of Merger, 152		18	19 Exhibit 381 Joint Defense, Common Interest 275
12 UBER00016453 - UBER00016523;		20 and Confidentiality Agreement,	21 UBER00074893 - UBER00074903;
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15 UBER00060347;		25	
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20 Exhibit 368 Email 1/5/2016 Subject: 207			
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24 milestones, UBER00063615 -			
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1 E X H I B I T S (cont'd)		1 E X H I B I T S (cont'd)	
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3 DESCRIPTION		3 DESCRIPTION	
4 Exhibit 370 Email String Subject: Newco 217		4 Exhibit 383 Text Message, UBER00073820; 278	
5 Update/Urgent Response Needed,		5	
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8 Exhibit 371 Email String Subject: Newco 220		8	
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10 UBER00060665 - UBER00060676;		10 updates, UBER00070012 -	
11		11 UBER00070013;	
12 Exhibit 372 Email String Subject: Newco, 227		12	
13 UBER00063618 - UBER00063622;		13 Exhibit 386 Email String Subject: Quick 290	
14		14 Updates, UBER00063707 -	
15 Exhibit 373 Email 1/28/2016 Subject: 233		15 UBER00063708;	
16 Newco, UBER00063617;		16	
17		17 Exhibit 387 Email String Subject: 295	
18 Exhibit 374 Google Calendar Meeting 235		18 Messaging Notes, UBER00064468 -	
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21 Exhibit 375 Email 3/21/2016 Subject: Newco 240		21 Exhibit 388 Email String Subject: 298	
22 timing, UBER00060643 -		22 UBER00064406 - UBER000644007;	
23 UBER00060644;		23	
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25 Exhibit 376 Text Message, LEV_002310; 244		25	
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EXHIBITS (cont'd)		PAGE	08:19:14
NUMBER	DESCRIPTION		
4	Exhibit 389 Email 9/20/2016, Subject: Birdhouse LIDAR discussion, UBER00076770;	306	MR. JUDHA: James Judha, Waymo. MR. PERLSON: David Perlson, Quinn Emanuel, Waymo. MS. GOODMAN: Martha Goodman, Boies Schiller, on behalf of Uber Technologies and Ottomotto.
8	Exhibit 390 Retained;	311	MR. BERGSTROM: Aaron Bergstrom, in-house counsel, Uber.
10	Exhibit 391 Letter 6/20/2017.	319	MR. BRILLE: Mike Brille, Boies Schiller, on behalf of Uber and Ottomotto.
11			MS. HAAG: Melinda Haag,
12			Orrick Herrington & Sutcliffe, on behalf of
13			Mr. Kalanick.
14			MS. DUNN: Karen Dunn, from Boies Schiller Flexner, on behalf of Uber and Ottomotto.
15			MS. VU: Hong-An Vu of Goodwin Procter, on behalf of Otto Trucking.
16			MR. CHATTERJEE: Neel Chatterjee of Goodwin Procter, on behalf of Otto Trucking.
17			THE VIDEOGRAPHER: Thank you.
18			The witness will be sworn in and counsel
19			may begin the examination.
20			THE REPORTER: If you could raise your right hand for me, please.
21			08:19:36
22			08:19:44
23			08:20:06
24			08:20:06
25			Page 12
Page 10			
1	San Francisco, California; Thursday, July 27, 2017		08:20:06
2	8:18 a.m.		
3	---oo---		
4			
5	THE VIDEOGRAPHER: Good morning. We are on the record at 8:18 a.m. on July 27th, 2017.	08:18:16	THE DEPONENT: (Complies.)
6			THE REPORTER: You do solemnly state,
7			under penalty of perjury, that the testimony you
8			are about to give in this deposition shall be the
9			truth, the whole truth, and nothing but the truth?
10	We are here from Veritext Legal Solutions at the request of counsel for the plaintiff.	08:18:31	THE DEPONENT: I do.
11			08:20:06
12	This deposition is being held at 405 Howard Street in San Francisco, California.		
13			
14	The caption of this case is Waymo, LLC, versus Uber Technologies. Case number is 17-00939.	08:18:44	14
15			15
16	Please note that audio and video recording will take place unless all parties agree to go off the record. Microphones are sensitive and may pick up whispers, private conversations, and cellular interference. And please be aware of that.	08:18:53	16
17			17
18			18
19			19
20			20
21			21
22	Please state your name and the firm you represent, beginning with the noticing attorney.	08:19:10	22
23			23
24	MR. VERHOEVEN: Charles Verhoeven, Quinn Emanuel, representing Waymo.		24
25			25 ////
			09:37:59

1 TRAVIS KALANICK, 09:37:59	1 A. Yeah. There were -- I know we had our 08:22:34
2 having been administered an oath, was examined and	2 head of litigation in the room.
3 testified as follows:	3 Q. And who do you mean by that?
4	4 A. Angela Padilla.
5 EXAMINATION 09:37:59	5 Q. Anyone else? 08:22:44
6 BY MR. VERHOEVEN:	6 A. I mean, certainly the leaders of ATG were
7 Q. Good morning, Mr. Kalanick.	7 there.
8 A. Good morning.	8 Q. Anyone else that you remember?
9 Q. Do you know when Waymo filed the	9 A. Not that I remember. But that doesn't
10 complaint in this action? 08:20:13	10 mean they weren't there. I just -- I don't 08:23:00
11 A. I think that is sometime in February.	11 remember.
12 Q. Do you know what day?	12 Probably came in a few minutes late, so I
13 A. I do not know.	13 was --
14 Q. Do you know when Anthony Levandowski	14 Q. Okay.
15 first asserted the Fifth Amendment in the Waymo 08:20:28	15 A. -- rushing in to the meeting. 08:23:07
16 litigation?	16 Q. And you spoke directly with
17 A. Sometime in March.	17 Mr. Levandowski?
18 Q. Do you know which day?	18 A. He was speaking to the whole -- to the
19 A. I do not know.	19 whole company -- or to the whole group.
20 Q. And how did you find out about that? 08:20:41	20 Q. After the complaint was filed, did you 08:23:16
21 A. I found out there were sort of a couple	21 personally reach out to Mr. Levandowski and say,
22 meetings. They were with attorneys.	22 What's going on here?
23 Q. Did you ever talk with	23 MS. DUNN: Objection to form.
24 Anthony Levandowski about whether he took Google	24 THE DEPONENT: I don't have a specific
25 documents or Waymo documents? 08:21:06	25 recollection about a specific conversation, but I 08:23:28
Page 14	
1 A. Yes. 08:21:08	1 do -- I do feel like some kind of interaction 08:23:33
2 Q. When was the first time you had such a	2 happened post the complaint.
3 conversation?	3 Q. (By Mr. Verhoeven) Why do you feel like
4 A. It was upon the complaint. The -- the	4 that?
5 all-hands the day after the complaint, he 08:21:20	5 A. I don't know. It's just like a vague 08:23:43
6 discussed -- he discussed working from home and	6 sort of understanding, like a vague feeling.
7 downloading files in that regard.	7 Q. Do you remember learning that the
8 Q. So the complaint was filed, and then	8 complaint was filed?
9 there was an all-hands meeting?	9 A. Yes.
10 A. Yeah. Correct. 08:21:55	10 Q. Before that time, had you known anything 08:23:53
11 Q. Were you involved in setting up the	11 about Mr. Levandowski downloading Google
12 all-hands meeting?	12 documents --
13 A. No, I wasn't.	13 A. No.
14 Q. Did you -- you need to speak up a little	14 Q. -- and taking them with him?
15 bit. 08:22:01	15 MS. DUNN: Objection to form. 08:24:03
16 A. Sorry. No, I wasn't. I apologize.	16 THE DEPONENT: No.
17 Q. Who -- who set the meeting?	17 Q. (By Mr. Verhoeven) So you were surprised
18 A. I don't know.	18 then when you read the complaint?
19 Q. Did you attend the meeting?	19 A. I haven't read the complaint.
20 A. I did. 08:22:07	20 Q. You've never read the complaint? 08:24:10
21 Q. All right. Who was at the meeting?	21 A. No.
22 A. I think it was all of the San Francisco	22 Q. How did you find out about the
23 and Pittsburgh ATG employees. At the time I think	23 allegations in the complaint?
24 we called it ATC.	24 A. John Quinn called me upon -- I don't know
25 Q. Anyone else from management? 08:22:30	25 if it was when he -- when the -- when it was filed, 08:24:19
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5 (Pages 14 - 17)

1 but it was right around the time it was filed. 08:24:22	1 just -- I don't remember. 08:26:54
2 Q. And what did you do next? 08:24:23	2 You know, the -- I had my -- my meetings. 08:26:55
3 A. I went to my next meeting. 08:24:24	3 My days are just scheduled sort of -- they're very 08:26:56
4 Q. So did you do anything with -- next with 08:24:25	4 full. They start early in the morning and they go 08:26:57
5 respect to the allegations of the complaint? 08:24:31	5 sometimes till 11:00 p.m. or midnight. And 08:27:04
6 A. I mean, we had an all-hands the next day. 08:24:32	6 sometimes it could be, you know, just I talked to 08:27:05
7 Q. So you didn't reach out to 08:24:33	7 somebody in the minutes between meetings. 08:27:06
8 Mr. Levandowski before he spoke to the whole group? 08:24:34	8 Sometimes the meetings just keep rolling. 08:27:07
9 MS. DUNN: Objection to form. 08:24:44	9 Sometimes they go long. 08:27:08
10 THE DEPONENT: I may have. I don't 08:24:44	10 Q. But you -- you saw him and you interacted 08:27:16
11 remember specifically. 08:24:45	11 with him at this all-hands meeting, correct? 08:27:17
12 Q. (By Mr. Verhoeven) Well, do you remember 08:24:46	12 A. Correct. Yes. 08:27:18
13 having the -- withdrawn. 08:24:47	13 Q. Did you ask him, What's the deal with 08:27:19
14 Do you remember the substance of the 08:24:52	14 these allegations about downloading documents? 08:27:20
15 first conversation you personally had with him 08:24:52	15 A. I don't remember specifically saying 08:27:21
16 after the filing of the complaint relating to this 08:24:53	16 that, but that feels, of course, like something 08:27:22
17 allegation of the download of Google documents? 08:24:54	17 that I would want to know. 08:27:23
18 A. The first substantive conversation that I 08:24:55	18 Q. What did you -- what do you remember 08:27:24
19 recall was at the all-hands. 08:24:56	19 saying? 08:27:25
20 Q. Okay. What happened at the all-hands on 08:25:07	20 A. I -- I don't remember that -- like that 08:27:34
21 this subject -- well, just generally, what happened 08:25:08	21 kind of interaction specifically. But he certainly 08:27:35
22 at the all-hands? 08:25:09	22 explained himself during that -- during that 08:27:36
23 A. We got -- we sort of -- we were -- we 08:25:10	23 meeting. 08:27:37
24 wanted to talk about the technology that we built 08:25:11	24 Q. Wouldn't you expect that you would ask 08:27:38
25 and that we had built it from the ground up. 08:25:24	25 him that question personally? 08:27:51
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1 We wanted to give the employees the 08:25:27	1 MS. DUNN: Objection to form. 08:27:54
2 confidence that we had that the technology was 08:25:28	2 THE DEPONENT: Generally, yeah. I mean, 08:27:55
3 built from the ground up. 08:25:29	3 general- --
4 Q. Was the meeting called in connection with 08:25:30	4 Q. (By Mr. Verhoeven) You don't remember 08:27:56
5 the filing of the lawsuit? 08:25:36	5 it? 08:27:59
6 A. Yes. 08:25:37	6 A. Don't remember specifically. 08:28:00
7 Q. Okay. And who spoke on that subject? 08:25:38	7 Q. What did Mr. Levandowski say at the 08:28:01
8 A. So I spoke for part of it. Anthony spoke 08:25:39	8 meeting? 08:28:02
9 for part of it. A large portion of the speaking 08:25:40	9 A. He said that he worked from home and that 08:28:03
10 time was taken by James Haslam, who was the head of 08:26:00	10 he downloaded files when he worked from home -- 08:28:04
11 the laser effort at ATG. 08:26:01	11 when he worked from home. 08:28:05
12 Angela spoke. And, I mean, other people 08:26:02	12 Q. Anything else? 08:28:06
13 may have, but I don't remember. 08:26:03	13 A. There may have been other things. That 08:28:07
14 Q. Did you have a discussion with 08:26:04	14 was certainly something I remember from his -- from 08:28:08
15 Mr. Levandowski before the meeting started to 08:26:25	15 his comments. 08:28:26
16 discuss what he was going to speak about and what 08:26:26	16 Q. Do you remember anything else though? 08:28:27
17 you were going to speak about? 08:26:27	17 A. I mean, I remember James showing the 08:28:28
18 A. I don't recall specific discussion, but I 08:26:37	18 laser that he built. 08:28:29
19 may have. 08:26:38	19 Q. No. I mean -- I'm sorry. I apologize. 08:28:30
20 Q. Would you expect that you would have? 08:26:37	20 I meant with respect to what Mr. Levandowski said. 08:28:36
21 A. I -- I certainly would have liked to. 08:26:38	21 A. I don't remember anything else, no. 08:28:37
22 Q. Do you have any reason to believe you did 08:26:39	22 Q. Okay. Did he specify in any more detail 08:28:38
23 not? 08:26:40	23 than just saying he downloaded files? 08:28:39
24 A. I just don't remember specific 08:26:41	24 A. I don't think so. 08:28:40
25 discussion. Doesn't mean I didn't have it, I 08:26:51	25 Q. Did you have a discussion with him during 08:28:50
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1 or after the meeting about his admission that he 2 downloaded files? 3 MS. DUNN: Objection to form. 4 THE DEPONENT: I don't remember a 5 specific discussion, but I do -- I do remember like 6 hearing that, Did any files get to Uber? And doing 7 everything we can to make sure they didn't. 8 Q. (By Mr. Verhoeven) Were you aware prior 9 to the meeting that Mr. Levandowski had Google 10 files that he'd taken with him? 11 MS. DUNN: Objection to form. 12 THE DEPONENT: We had -- we had -- there 13 was a discussion during -- during the deal phase in 14 the March time frame -- this is 2016 -- where he 15 had -- where he had told a group of people, and I 16 was in that meeting, that he had some discs and 17 some content from his previous employer. 18 Q. (By Mr. Verhoeven) What did he -- 19 A. Backup discs, or something like that. 20 Q. Did he say "backup discs"? 21 A. I think so. 22 Q. And what did he say about what was on 23 those discs? 24 A. He didn't. 25 Q. Did he -- did he indicate that those	08:28:53 08:28:58 08:29:19 08:29:41 08:29:59 08:30:08	1 meeting? 2 A. Cameron. I am trying to think who else. 3 Nina. Anthony was there. I was there. 4 There may have been others. I don't -- I 5 don't remember. 6 Q. This was an in-person meeting? 7 A. Yeah. 8 Q. Where was it? 9 A. It was at Uber HQ, 1455 Market Street. 10 Q. Why would Mr. Levandowski tell you at 11 this meeting that he had had five discs of Google 12 files? 13 MS. DUNN: Objection to form. 14 THE DEPONENT: I don't know why he told 15 us. But it's important when you do a deal that 16 people sort of disclose if there's any -- any 17 things that need to be discussed before a deal is 18 consummated. 19 Q. (By Mr. Verhoeven) Were there some 20 circumstances that made it appropriate at this 21 meeting for him to disclose that, that you're aware 22 of? 23 A. I don't remember. I don't remember 24 anything specific. 25 Q. What was the purpose of the meeting?	08:31:28 08:31:47 08:32:03 08:32:15 08:32:30 08:32:38	Page 22 Page 24
1 discs contained Google files? 2 A. He indicated that they had some kind of 3 content from his previous employer. 4 Q. Okay. He didn't say they have some kind 5 of content, did he? 6 A. I don't know what his specific words 7 were. 8 Q. Okay. And did you say anything in 9 response to that? 10 A. I did. 11 Q. What did you say? 12 A. I said that he -- we -- that we, as a 13 whole, need to make sure that that content does not 14 make it to Uber, and that he needs to talk to 15 attorneys to figure out how to make sure that's 16 done properly. 17 Q. But you don't remember at this meeting 18 asking him what is it that's on the files? 19 A. No. 20 Q. You don't remember asking him about any 21 of the circumstances surrounding the files? 22 A. No, I do not. I just wanted to make sure 23 that files from his previous employer or anywhere 24 else were not making it to Uber. 25 Q. Did anyone -- who else was at the	08:30:10 08:30:20 08:30:30 08:30:43 08:31:11 08:31:27	1 A. You know, I think as we get closer to 2 deals, we have to have discussions about, Okay, 3 what are the things we need to do to get a deal 4 done? 5 I don't -- I don't know the specific 6 purpose though. 7 Q. You don't remember? 8 A. No. 9 Q. Going back to the all-hands meeting -- 10 A. Yeah. 11 Q. -- you don't remember having a discussion 12 with Mr. Levandowski after he made his 13 presentation? 14 A. I mean, I've had many discussions with 15 Levandowski like over the years. 16 Q. I meant -- I meant -- let me -- 17 A. Yeah. 18 Q. I'm sorry. The question was vague. 19 A. Yeah. 20 Q. You don't remember any conversation 21 during the meeting, after he made the presentation, 22 with Mr. Levandowski? 23 A. Well, the meeting was -- I mean, the 24 meeting wasn't a discussion between him and me. 25 The meeting was us sort of speaking to the company.	08:32:45 08:32:53 08:33:05 08:33:19 08:33:26 08:33:38	Page 23 Page 25

1 Q. And after it broke up, did you go up and 08:33:44	2 talk to him?	1 He built this thing with his own blood, 08:36:10	2 sweat, and tears. And be accused of -- of doing
3 A. I don't think so.	3 that, of -- of taking something, he...	4 Q. Are you finished with your answer?	5 A. Well, I was in the middle of my answer. 08:36:34
4 Q. Why not?	6 Q. I'm listening.	7 A. Well, okay. To be accused of doing	8 something that he didn't do when he put in his
5 A. I got a full day. I mean, I should 08:33:52	9 own -- his own mind, his own effort to make	10 something he was proud of was -- was an emotional 08:36:49	11 thing for him, and I think for a lot of people.
6 probably look at my calendar and see what the	12 Q. So are you just saying what you believe	13 he -- he was thinking, or are you talking about	14 something he said?
7 schedule was.	15 A. I'm talking about how a large group of 08:37:01	16 people felt --	17 Q. Okay.
8 Q. So you maintain a calendar?	18 A. -- post that complaint.	19 Q. Do you remember what Mr. Haslam said at	20 the meeting? 08:37:12
9 A. Yeah, of course.	21 A. Yeah. He talked about the laser that he	22 built and how he built it, how his team built it.	23 You know, he talked about the different components
10 Q. How is that maintained? 08:34:03	24 and things you would only know if you built it.	25 And, of course, he never worked at Google. 08:37:26	25 Page 28
11 A. My assistant maintains it.	12 Q. Is there an application that she uses?	13 A. Blum.	14 A. Blum?
13 A. Tyler Blum.	15 A. Yeah. That's okay. 08:34:26	16 Q. Is there a application that Mr. Bloom	17 Q. -- post that complaint.
14 Q. And is it stored in a file somewhere? Is	18 A. Tyler is a guy.	19 Q. Do you remember what Mr. Haslam said at	20 the meeting? 08:37:12
15 it in a program? 08:34:15	19 Q. I'm sorry.	21 A. Yeah. He talked about the laser that he	22 built and how he built it, how his team built it.
20 A. It's on Google servers.	20 A. That's okay. 08:34:26	23 You know, he talked about the different components	24 and things you would only know if you built it.
21 Q. Is there an application that she uses?	21 Q. Is there a application that Mr. Bloom	25 And, of course, he never worked at Google. 08:37:26	25 Page 28
22 uses?	22 uses?	23 A. Blum.	24 A. Blum?
23 A. Blum.	24 A. Yeah. 08:34:33	25 A. Yeah.	
25 A. Yeah. 08:34:33		Page 26	
1 It's called -- it's called 08:34:32	2 Google Calendar. I'm sure your client would be 08:35:02	1 Q. Did he -- what else did he say when he 08:37:30	2 spoke at the meeting?
3 happy about that.	4 Q. What did you say at this all-hands	3 A. I think that was the majority of it.	4 Q. Do you remember anything else that
5 meeting? 08:35:02	5 meeting? 08:35:02	5 Mr. Haslam said when he spoke at the meeting? 08:37:40	6 A. I do not.
6 A. I spoke about how it has always been	6 A. I spoke about how it has always been	7 Q. What about Ms. Padilla?	8 A. Ms. Padilla, she spoke about our
7 important for us to build technology from the	7 important for us to build technology from the	9 confidence that we had built this technology from	10 the ground up, and spoke about, sort of at a high 08:38:01
8 ground up, that Uber, we're innovators at Uber. At	8 ground up, that Uber, we're innovators at Uber. At	11 level, sort of the kind of processes we go through	12 to make sure that the technology we build is -- is
9 Uber, we're leaders.	10 And we made sure during the deal process,	13 ours.	14 to make sure that the technology we build is -- is
11 as well as subsequent -- you know, following that,	11 as well as subsequent -- you know, following that,	14 Q. And what processes did she talk about?	15 A. She didn't go into the process -- any 08:38:21
12 that the technology we made was ours.	12 that the technology we made was ours.	16 processes in detail, but, you know, just our	17 values, you know, and the things we do, just at a
13 And this is really about -- you know,	13 And this is really about -- you know,	18 high level, to make sure that we built things the	19 right way.
14 we've got literally, at this point, hundreds, if	14 we've got literally, at this point, hundreds, if	20 Q. And what things did -- did that -- that	21 Uber does --
15 not close to 1,000 at the point -- at that point,	15 not close to 1,000 at the point -- at that point,	22 A. Yeah.	23 Q. -- did she mention?
16 hundreds of people who built this technology	16 hundreds of people who built this technology	24 A. I don't remember specifically what those	25 were that she mentioned.
17 themselves with their own hands, with their own	17 themselves with their own hands, with their own	08:38:37	08:38:45
18 minds. And we're being accused of not having done	18 minds. And we're being accused of not having done	Page 27	Page 29
19 so.	19 so.		
20 And for them it was an emotional thing. 08:35:49	20 And for them it was an emotional thing. 08:35:49		
21 Right. So James Haslam, the guy who	21 Right. So James Haslam, the guy who		
22 built our laser team and built the laser which we	22 built our laser team and built the laser which we		
23 have been -- you know, we have been trying to get	23 have been -- you know, we have been trying to get		
24 to market, he didn't work at Google. He didn't see	24 to market, he didn't work at Google. He didn't see		
25 any files. 08:36:08	25 any files. 08:36:08		

1 Q. Do you remember any process to ensure 2 that Google didn't use other people's proprietary 3 information that she mentioned during the meeting 4 when she spoke?	08:38:47	1 A. Yes, I think so. 08:40:24 2 Q. Okay. What do you remember about that? 3 A. Well, I remember Anthony's answer. 4 Q. Do you remember -- okay. 5 What was Anthony's answer? 08:40:33 6 A. Anthony's answer was that he downloaded 7 files when he worked from home. 8 Q. The same thing you remembered him saying 9 before?
5 MS. DUNN: Objection to form. 08:39:00 6 MR. CHATTERJEE: Join.		10 A. Correct. Yes. 08:40:41 11 Q. Do you remember anything else about what 12 he said in his answer?
7 MS. DUNN: And Charlie, you might want to 8 rephrase the question.		13 A. I do not. 14 Q. Okay.
9 MR. VERHOEVEN: Okay. I did misspeak. I 10 apologize. 08:39:08 11 THE DEPONENT: I am not familiar with 12 Google's processes.		15 A. I think it was -- it was -- I remember it 08:40:48 16 being a short answer. 17 Q. Were you surprised by that answer? 18 A. I was not, no.
13 Q. (By Mr. Verhoeven) Yes, I meant to say 14 Uber.		19 Q. Why not? 20 A. I don't know. I -- I feel like -- I 08:40:58 21 think there's a couple things. One is I kind of 22 felt like -- like I'm not sure if it's post 23 complaint but before the all-hands that we had had 24 some kind of discussion about it, I can't remember, 25 or just simply so much confidence that we had done 08:41:12 Page 32
15 A. That's okay. Can you say the question 08:39:14 16 again.		
17 Q. Yes, I will.		
18 Do you remember any process to ensure 19 that Uber didn't use other people's proprietary 20 information that she mentioned during the meeting 08:39:22 21 when you spoke?		
22 A. Yeah. I don't -- I don't think she 23 mentioned specific processes, but she did talk 24 about our confidence that we were going to win the 25 case. 08:39:34		
Page 30		
1 Q. What did she say about that? 08:39:35 2 A. She said we're going to win. 3 Q. Anything else? 4 A. She may have, but I do remember that 5 part. 08:39:42 6 Q. Do you remember anything else? 7 A. Not specifically. 8 Q. Generally, that she said? 9 A. I think -- I think I have spoken to that. 10 Q. So you've told me everything you 08:39:52 11 generally remember?		1 the right thing and that we built this from the 08:41:16 2 ground up, that it sounded like a normal answer. 3 Q. So it wasn't surprising to you that he 4 downloaded -- he had downloaded Google/Waymo 5 documents in his possession? 08:41:30 6 MS. DUNN: Objection to form. 7 THE DEPONENT: I think it was -- if 8 indeed that's what happened, that's certainly 9 unfortunate. I was not happy about that. 10 Q. (By Mr. Verhoeven) Do you remember not 08:41:40 11 being happy? 12 A. Yeah. Certainly, over time I became more 13 and more unhappy about it, but yes. 14 Q. Did you -- I think you mentioned, but 15 correct me if I'm wrong, that when you spoke -- 08:42:02 16 A. Yeah. 17 Q. -- at the meeting, you talked about steps 18 that were taken during the process of the 19 acquisition that ensured that no information made 20 it to Uber? 08:42:15 21 A. I mean, I didn't get into steps, but I 22 talked about our confidence, the confidence I had 23 in the team that did the deal, and generally the 24 team that built processes to make sure that content 25 from anybody's previous employer, and certainly 08:42:33 Page 33
15 Q. Did anyone ask any questions at the 08:40:03 16 all-hands meeting? 17 A. Yes. 18 Q. Who asked questions? 19 A. I don't know. 20 Q. Do you remember any of the questions 08:40:12 21 generally? 22 A. No. 23 Q. Did anyone ask about whether the 24 allegations in the complaint about downloading 25 documents were true? 08:40:23		
Page 31		

1 Google in this particular transaction, didn't make 08:42:36	1 deal. 08:44:48
2 it to Uber.	2 Q. So can you give me a time frame?
3 Q. And what team were you referring to?	3 A. Sorry. Let's call it March/April of
4 A. You know, the deal team. So this would 08:42:44	4 2016, in that time period.
5 be like Cameron on bus dev and corp dev; Salle Yoo, 08:42:44	5 Q. You had a conversation concerning whether 08:45:02
6 our general counsel, and her team, you know; and	6 or not Mr. Levandowski downloaded Google/Waymo
7 various other folks that were involved.	7 documents, correct?
8 Q. I assume -- well, let me ask you. Was 08:43:04	8 MS. DUNN: Objection to form.
9 there any transcript or video of the all-hands	9 THE DEPONENT: Can you restate the
10 meeting?	10 question. 08:45:13
11 A. I don't know.	11 MS. DUNN: Also --
12 Q. Before the complaint was filed -- let me 08:43:18	12 MR. VERHOEVEN: I can read it back.
13 back up. I'm now scoping out again --	13 MS. DUNN: The only conversations that
14 A. Yeah.	14 we've talked about are conversations with
15 Q. -- and ask you general questions. 08:43:18	15 attorneys. And the witness has been instructed not 08:45:19
16 A. Yeah, yeah.	16 to answer.
17 Q. You've already testified that you recall 08:43:22	17 Q. (By Mr. Verhoeven) You had conversations
18 a conversation before the complaint was filed in 08:43:26	18 during this time frame that concern the subject
19 which Mr. Levandowski referred to these discs.	19 matter of Mr. Levandowski and whether or not he
20 A. Yeah. 08:43:32	20 took Google or Waymo documents, correct? 08:45:36
21 Q. Okay.	21 MS. DUNN: Objection. Same basis.
22 A. Some sort of backup discs or something, 08:43:38	22 The witness is instructed not to answer.
23 yeah.	23 He has already told you that the only conversation
24 Q. Other than that conversation, do you 08:43:38	24 he has had and you have asked about are with
25 recall any conversation that you had with 08:43:38	25 counsel. 08:45:50
Page 34	
Page 36	
1 Mr. Levandowski about whether or not he had Google 08:43:40	1 MR. VERHOEVEN: Yes. But he's also 08:45:53
2 or Waymo files before the filing of the complaint?	2 testified that he had conversations on that
3 A. No.	3 subject. I'm simply confirming that.
4 Q. Do you -- do you recall any conversation 08:43:53	4 MS. DUNN: Well, if you believe he's
5 that you had with anybody about whether 08:43:53	5 testified to it, you don't need to confirm it. 08:45:59
6 Mr. Levandowski took Google or Waymo files prior to 08:44:12	6 The witness is instructed not to answer.
7 the filing of the complaint?	7 Q. (By Mr. Verhoeven) Who was at the -- how
8 A. No. I mean, outside -- sorry. Excuse 08:44:12	8 many meetings do you recall in March or April?
9 me. Outside of discussions -- a couple of 08:44:12	9 MS. DUNN: Objection to form.
10 discussions with attorneys as we were going through 08:44:12	10 MR. CHATTERJEE: Join. 08:46:09
11 a diligence process.	11 THE DEPONENT: I don't know. Two or
12 Q. Okay. So there was a couple of 08:44:20	12 three. I can't say for sure, but that feels about
13 discussions with attorneys that covered that 08:44:20	13 right.
14 subject?	14 Q. (By Mr. Verhoeven) And why did you have
15 A. Yeah. 08:44:20	15 these meetings? 08:46:22
16 Q. Okay. What do you remember?	16 MS. DUNN: Objection. Same basis.
17 MS. DUNN: Objection.	17 And I'm happy to stop this deposition if
18 I'm going to instruct the witness not to 08:44:28	18 we're going to continue to have questions that just
19 answer about conversations that he had with 08:44:28	19 get to privileged communications.
20 attorneys. 08:44:28	20 Q. (By Mr. Verhoeven) Is there anything -- 08:46:32
21 Q. (By Mr. Verhoeven) Do you remember when?	21 MR. VERHOEVEN: He's allowed to testify
22 A. It was leading up to the deal -- leading 08:44:45	22 about nonprivileged aspects of my questions,
23 up to the closing of the deal, yeah.	23 Counsel.
24 Q. So August 2016?	24 MS. DUNN: That's not what you're asking
25 A. Sorry. Leading up to the signing of the 08:44:45	25 about. 08:46:38
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<p>1 Q. (By Mr. Verhoeven) Did you have this 08:46:40 2 meeting because attorneys required you or asked you 3 to? 4 MS. DUNN: Objection. Same basis. 5 You're instructed not to answer. 08:46:46 6 Q. (By Mr. Verhoeven) What was the purpose 7 of the meeting? 8 MS. DUNN: Objection. Same basis. 9 MR. VERHOEVEN: I'm making my record, 10 Counsel. 08:46:56 11 MS. DUNN: Well, you -- you made your 12 record. 13 MR. VERHOEVEN: No. I have to make my 14 record so that when I go and move to compel later, 15 I have a basis. And I can say -- demonstrate to 08:47:02 16 the Court the specific questions that you 17 instructed on. 18 So I'm going to ask the questions. 19 MS. DUNN: Charlie, as you know, if you 20 continue to ask the same questions about the same 08:47:15 21 privileged information, that's improper. 22 Q. (By Mr. Verhoeven) Who was at the first 23 of these meetings? 24 A. So what I can do is I can speak to the 25 meeting I had that didn't have attorneys. 08:47:27</p>	<p>1 A. I don't remember specifically. 08:48:44 2 Q. Was anything else discussed at the 3 meeting? 4 A. I think so, yes. 5 Q. Can you tell me what you remember. 08:48:50 6 A. I don't remember much of it. 7 Q. Do you remember anything, though? 8 A. Not really. 9 Q. Okay. So the answer is no? 10 A. The answer is not really. 08:49:02 11 Q. But you don't remember -- you can't 12 identify for me anything else that occurred in the 13 meeting, correct? 14 MS. DUNN: Objection to form. 15 THE DEPONENT: I'm trying to think if 08:49:13 16 there's anything. I mean, other than generally 17 just talking about the deal and getting the deal to 18 closure, I -- I don't have more specifics on that. 19 Q. (By Mr. Verhoeven) Okay. Did you have 20 another meeting during the March/April time frame 08:49:36 21 on the subject of Levandowski and Google or Waymo 22 documents? 23 A. I had at least a couple meetings with my 24 general counsel about diligence, generally. 25 Q. Was the subject of Google documents 08:50:03 Page 40</p>
<p>1 Q. Okay. 08:47:29 2 A. So -- 3 Q. Which meeting was that? 4 A. That was the meeting that had Cameron and 5 Nina and Anthony, and possibly others, I just can't 08:47:37 6 remember. And this is the meeting we spoke to 7 earlier -- that I spoke to earlier. 8 Q. Okay. So this is the meeting about the 9 five discs or that -- in which the five discs came 10 up? 08:47:54 11 A. Well, I -- I'm not sure how many discs, 12 but it was something like that, yes. 13 Q. Okay. And why were you having that 14 meeting? 15 A. Okay. We were having that meeting 08:48:06 16 because -- well, I don't remember the exact, like, 17 calendar request or purpose, but we were getting 18 through a deal process and we wanted to sort of get 19 to the -- see if we can get to closure on the deal. 20 Q. Did someone at the meeting ask 08:48:28 21 Mr. Levandowski whether or not he had any Google 22 documents? 23 A. I don't remember that. 24 Q. Do you remember whether he volunteered it 25 or whether it was in response to a question? 08:48:38</p>	<p>1 discussed during those meetings? 08:50:06 2 MS. DUNN: Objection. The content of 3 those meetings would be privileged. 4 You're instructed not to answer. 5 Q. (By Mr. Verhoeven) And when you say 08:50:17 6 "general counsel," who was that at the time? 7 A. Salle Yoo. 8 Q. Was the subject of diligence concerning 9 Mr. Levandowski discussed at this meeting? 10 MS. DUNN: Objection. Content of the 08:50:38 11 meeting and discussions is privileged. 12 You're instructed not to answer. 13 Q. (By Mr. Verhoeven) There was a couple of 14 meetings, correct? 15 A. I remember -- I remember a couple. Like 08:50:49 16 it -- it's -- it feels like it was a couple. I 17 don't know for sure, but something like that. 18 Q. Who was at the first meeting? 19 A. I don't know. I know that our general 20 counsel was. I'm not sure if there were others 08:51:05 21 there or not. I can't remember. 22 Q. Do you remember if there were outside 23 counsel? 24 A. I can't remember. I don't think so. 25 Q. Was anyone from Morrison Foerster there? 08:51:15 Page 41</p>

1 A. I don't know. 08:51:22	1 other than the ones you've already testified about? 08:53:17
2 Q. Was anyone from O'Melveny Myers there?	2 MS. DUNN: Objection to form.
3 A. I don't know.	3 MR. CHATTERJEE: Join.
4 Q. Same questions for the second meeting.	4 THE DEPONENT: No.
5 Do you remember who was there? 08:51:30	5 Q. (By Mr. Verhoeven) After the -- we're 08:53:36
6 A. No, not specifically.	6 still way out. After the all-hands meeting --
7 Q. You do remember that general counsel	7 A. Yeah.
8 Salle Yoo was there?	8 Q. -- moving forward from that --
9 A. Yes.	9 A. Yeah.
10 Q. Was anyone else from Uber there? 08:51:39	10 Q. -- what was the next conversation, if 08:53:49
11 A. Possibly, but I just -- I just don't	11 any, that you had with Mr. Levandowski concerning
12 remember.	12 the subject of whether or not he took Google/Waymo
13 Q. Was anyone from Otto there?	13 documents?
14 A. I don't know. I don't think so.	14 A. I don't remember the next conversation
15 Q. Was Mr. Levandowski there? 08:51:51	15 specifically. But regarding this topic, I was 08:54:01
16 A. I don't think so.	16 pretty -- I was pretty serious with him about
17 Q. And that goes for the -- the first of	17 making sure that these files had not and will not
18 those two meetings, too?	18 make it to Uber.
19 A. Yeah.	19 Q. And can you explain what you mean by
20 Q. Did you learn that -- at either of these 08:52:09	20 "pretty serious about." 08:54:49
21 meetings, did you learn that Mr. Levandowski had	21 A. We believe in building things, and we
22 taken Google documents when he left?	22 believe in building things the right way. And I
23 MS. DUNN: Objection. Contents of the	23 wanted to make it absolutely clear that no files of
24 meeting would be privileged communications.	24 any kind from anybody's previous employer make it
25 The witness is instructed not to answer. 08:52:23	25 to Uber. And I have always made that very clear to 08:55:10
	Page 44
1 MR. VERHOEVEN: To just whether he 08:52:29	1 many people at the company. 08:55:13
2 learned it.	2 And when you hear of something like
3 MS. DUNN: What he learned at those	3 somebody downloading files, you say, Look, have --
4 meetings would be privileged.	4 has any of these files made it over to Uber?
5 MR. VERHOEVEN: Okay. I'm just 08:52:34	5 And you get through that question, and 08:55:28
6 clarifying --	6 then the next question or the next sort of
7 MS. DUNN: I understand.	7 statement or command is, You need to make sure that
8 MR. VERHOEVEN: -- you're instructing on	8 nothing of any kind that comes from any previous
9 that.	9 place makes it to this company, period.
10 MS. DUNN: I'm instructing on that. 08:52:40	10 Q. What did you say to Mr. Levandowski on 08:56:08
11 Q. (By Mr. Verhoeven) Going back out, any	11 that subject?
12 other conversations concerning Levandowski's taking	12 A. I made it very clear to him that we -- I
13 the Google documents, other than what you've	13 made it very -- well, the first question is, Did
14 already testified about --	14 anything make it to Uber?
15 A. Yeah. 08:52:53	15 And he made it very clear to me that 08:56:22
16 Q. -- prior to filing of the complaint, that	16 absolutely nothing that he downloaded made it to
17 you remember?	17 Uber in any way.
18 A. No.	18 And the second part is, I made it very
19 MS. DUNN: Objection to form.	19 clear to him how important it was to me that that
20 MR. CHATTERJEE: Join. 08:52:57	20 was the case and that we would look into 08:56:37
21 Q. (By Mr. Verhoeven) Okay. Prior to the	21 everything, every server, every person at the
22 filing of the complaint, are there any other	22 company, to make sure that that was true.
23 conversations that you've had with anyone that you	23 Q. Okay. So -- when -- when did this
24 can recall that concerned the subject matter of	24 conversation happen?
25 Mr. Levandowski taking Google or Waymo documents, 08:53:13	25 A. I don't remember -- I don't remember when 08:56:50
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1 this specific conversation happened or like the 2 exact date or time, but I know that that kind of 3 conversation happened with him. 4 Q. How do you know that? 5 A. I just -- I just generally recollect that 6 kind of conversation. 7 Q. But you don't remember when it happened? 8 A. No. 9 Q. Do you remember what month it happened 10 in? 08:57:18	08:56:52	1 Q. What did you say to him generally? 08:59:25 2 A. I generally said -- well, the -- the 3 first -- the first thing is, Did any of these files 4 make it over to Uber? 5 Q. Okay. So you asked him that question. 08:59:38 6 A. Yes. 7 Q. What did he say? 8 A. He said, Absolutely not. 9 Q. Did you ask him, Did you take Google 10 files with you? 08:59:48
11 A. I mean, I can guess that it was pretty 12 close to the all-hands meeting. 13 Q. Was it after or before the all-hands 14 meeting? 15 A. I feel like that was after, but I don't 08:57:31 16 know for sure. It may have been after the 17 complaint and before the all-hands, but I -- I 18 can't remember for sure. 19 Q. Was it in February of 2017? 20 A. I mean, whenever the complaint was and 08:57:50 21 the all-hands, there was probably, I don't know, 22 maybe 12 to 24 hours in between. It was either in 23 that portion of time or in the hours following the 24 all-hands meeting. And I don't know exactly --	08:57:18	11 A. I did not ask him. 12 Q. Why not? 13 A. I -- I don't know. I just didn't. 14 Q. Wouldn't that be important to you to 15 know? 08:59:56 16 MS. DUNN: Objection to form. 17 THE DEPONENT: My biggest concern was 18 that nothing from Google ended up at Uber. That 19 was the most important thing for me. 20 Q. (By Mr. Verhoeven) But you were 09:00:09 21 concerned that -- that -- about the allegation that 22 he downloaded 14,000 proprietary files from Google 23 before he left and joined your company, weren't 24 you? 25 MS. DUNN: Objection to form. 09:00:19
25 Q. Was the conversation in person? 08:58:00	08:57:50	Page 46
1 A. I don't know for sure. 08:58:04 2 Q. Was it over the phone? 3 A. It may have been. 4 Q. But you don't remember if it was in 5 person or over the phone? 08:58:14 6 A. I do not know. 7 Q. Was anyone else present during the 8 conversation or on the line? 9 A. I don't know for sure. I mean, on the 10 line, my guess is probably not if it were over the 08:58:23 11 phone. If it were in person, it could have just 12 been like passing in the hall, or it could have 13 been that I was with an attorney. I just don't -- 14 I don't remember. 15 Q. Would that have been set on your 08:58:41 16 calendar? 17 A. It may have been. I don't know. I -- I 18 don't -- I don't know. 19 Q. Did you schedule a meeting with him about 20 it? 08:58:54 21 A. I don't remember a specific meeting about 22 it other than the all-hands, of course. 23 Q. What did you say to him specifically? 24 A. I don't remember what I specifically 25 said. 08:59:25	08:58:00	1 THE DEPONENT: I was very -- I didn't 09:00:21 2 know the details of the allegation. We were going 3 to -- we were going to look into that allegation 4 and find out what the details were. 5 But in the -- in the moment of that 09:00:33 6 complaint and sort of let's call it the following 7 days, my No. 1 concern is that nothing from Google 8 ended up at Uber. Period. 9 And I was not just going to ask and find 10 out, Hey, did anything make it? But I was also 09:00:50 11 going to do everything in my power to verify that 12 that was true. 13 Q. (By Mr. Verhoeven) But my question was, 14 certainly you were concerned about the allegation 15 that had been made in the complaint that 09:01:04 16 Mr. Levandowski took files with him when he left 17 Google to join Uber. 18 MS. DUNN: Objection to form. 19 Q. (By Mr. Verhoeven) Weren't you concerned 20 about that? 09:01:19 21 A. Anytime there's an allegation, and 22 including this kind of allegation, you're going to 23 have some kind of concern. And then the next thing 24 is you have to start looking into it and find out 25 what's true. 09:01:31
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		Page 49

1 Q. At the time you had the conversation, you 2 were concerned about that, right? 3 A. Yes. But what I -- but what I was most 4 concerned about was making sure that nothing from 5 Google -- verifying that nothing from Google had 6 made it over to Uber. 7 Now, I was generally confident that 8 nothing had. But when an allegation like that 9 comes, you need to double- and triple-check. 10 Q. But you are sure you didn't ask him 11 whether he downloaded those files? 12 A. He admitted that he downloaded files. 13 Q. Okay. Did you talk about that with him 14 when you had this conversation shortly after the 15 complaint? 16 A. I don't remember doing that, no. 17 Q. Why wouldn't you? 18 MS. DUNN: Objection to form. 19 THE DEPONENT: I was most concerned about 20 whether files had made it to Uber and had -- that's 21 where I'm starting. 22 You can imagine being in my position. 23 The first thing you're going to ask, Did anything 24 that you have from your previous employer make it 25 to Uber? Page 50	09:01:32 09:01:43 09:01:57 09:02:07 09:02:22 09:02:32	1 going on. 2 Q. By whom? 3 A. I don't remember. 4 Q. You don't remember? 5 A. No. 6 Q. What conversations did you have within 7 Uber about this investigation that you referred to? 8 MS. DUNN: I will just caution the 9 witness to only answer to the extent that it 10 doesn't involve conversations with counsel. 11 THE DEPONENT: Yeah. 12 MR. VERHOEVEN: So just for the record, 13 Counsel, you're instructing the witness not to 14 answer any conversations he had with counsel about 15 the subject of any investigations that were done 16 after the filing of the complaint? 17 MS. DUNN: I am -- I am instructing the 18 witness to answer your question only to the extent 19 that it doesn't involve privileged communications 20 with counsel. That's my instruction. 21 MR. VERHOEVEN: Including conversations 22 on the subject of investigations done after the 23 complaint? 24 MS. DUNN: Charlie, your responsibility 25 is to ask the question. Page 52	09:03:45 09:03:48 09:04:02 09:04:10 09:04:21 09:04:29
1 And then you get a very confirma- -- I 2 got a very confirmatory, Absolutely not. 3 And then my second thing is, We are going 4 to make sure that that is the case. We are going 5 to have independent investigators look into this 6 and find out whether that is true. And you need to 7 make sure that that continues to be true. 8 Q. (By Mr. Verhoeven) Okay. Do you 9 remember what you said to him about having 10 independent investigators -- 11 A. No. 12 Q. -- make sure? 13 A. I don't remember the specifics, but we 14 certainly had an investigation that started looking 15 through every server forensically, and started 16 interviewing -- started interviewing, you know, 17 many engineers, dozen of engineers, to verify that 18 they hadn't seen any files, and verify that those 19 files never touched us. 20 Q. Did you direct that specifically to 21 happen? 22 A. Our chief security officer, Joe Sullivan, 23 did. 24 Q. And how do you know that? 25 A. At some point I was told that that was Page 51	09:02:34 09:02:44 09:03:02 09:03:15 09:03:33 09:03:42	1 Q. (By Mr. Verhoeven) Do you remember any 2 discussions you had with anyone within Uber about 3 investigations done after the filing of the 4 complaint? 5 A. I do. 6 Q. Okay. 7 A. Those -- all of those conversations 8 happened with attorneys for -- with the company. 9 Q. And for the record, how many -- what -- 10 what did you discuss? 11 MS. DUNN: Objection on grounds of 12 privilege. 13 The witness is instructed not to answer. 14 Q. (By Mr. Verhoeven) How many discussions 15 did you have? 16 A. I can't remember. 17 Q. What's your best estimate? 18 A. I would say a few to a handful. And 19 these could have been brief things like, What's the 20 status? Or What's the update? 21 Sorry. 22 MS. DUNN: The witness is instructed not 23 to answer to the extent that it concerns content of 24 the conversations. 25 Q. (By Mr. Verhoeven) What was -- so you Page 53	09:04:30 09:04:38 09:04:50 09:04:57 09:05:11 09:05:19

1 asked what was the status --	09:05:20	1 remember having an interaction like that of some	09:07:55
2 A. Yeah.		2 kind.	
3 Q. -- of the investigation at these meetings		3 Q. Is that the best you can recall?	
4 with counsel?		4 A. That's the best, yeah.	
5 A. These are conversations --	09:05:27	5 Q. All right. Let's -- let's scope out	09:08:03
6 MS. DUNN: I'm sorry. Hold on. I have		6 again.	
7 to -- I mean...		7 A. Okay.	
8 (Discussion off the stenographic record.)		8 Q. And let me ask, for the record, other	
9 MS. DUNN: Objection on grounds of		9 than this general recollection you have --	
10 privilege.	09:06:19	10 A. Yeah. Yeah.	09:08:32
11 The witness is instructed not to answer.		11 Q. -- did you have any other conversations	
12 Q. (By Mr. Verhoeven) When was the first of		12 with Mr. Levandowski after the complaint was filed	
13 those meetings?		13 concerning the subject of whether he took	
14 A. I can't remember.		14 Google/Waymo documents?	
15 Q. How many were there exactly?	09:06:30	15 A. I mean, the general recollection, like	09:08:50
16 A. I can't remember.		16 that kind of conversation could have happened more	
17 Q. Over what period of time did they occur?		17 than once. I don't know for sure.	
18 A. Over the months following the complaint.		18 Q. You have no specific recollection.	
19 Q. And what did you learn from those		19 A. No.	
20 meetings with counsel?	09:06:47	20 Q. Do you have any recollection that's --	09:09:01
21 MS. DUNN: Objection on grounds of		21 that's in any way concrete of speaking to	
22 privilege.		22 Mr. Levandowski after the complaint was filed,	
23 The witness is not -- instructed not to		23 other than this general recollection you have given	
24 answer.		24 me --	
25 Q. (By Mr. Verhoeven) Did you receive	09:06:58	25 A. Yeah, no.	09:09:13
	Page 54		Page 56
1 reports during those meetings of the status of the	09:06:59	1 Q. -- on the subject of whether or not he	09:09:13
2 investigation?		2 took Google/Waymo proprietary information?	
3 MS. DUNN: Objection on grounds of		3 A. Well, I think the -- the all-hands was a	
4 privilege.		4 very specific recollection.	
5 The witness is instructed not to answer.	09:07:04	5 Q. Other than that.	09:09:27
6 Q. (By Mr. Verhoeven) Let's go back --		6 A. No.	
7 MS. DUNN: Can we get a time check.		7 Q. At any time?	
8 THE VIDEOGRAPHER: We have been on the		8 A. No.	
9 record for 49 minutes.		9 Q. Why didn't you fire Mr. Levandowski after	
10 THE DEPONENT: Six hours and 11 minutes.	09:07:25	10 the complaint was filed?	09:09:43
11 MS. DUNN: Oh, this might be a good time		11 A. I did.	
12 to mention. So our position is, as I emailed you		12 Q. I mean right after the complaint was	
13 last night --		13 filed.	
14 MR. VERHOEVEN: Let's do that off the		14 A. Oh, well, look, at Uber we have -- you	
15 record because I don't want to use up time.	09:07:31	15 know, we see a number of allegations and	09:09:55
16 MS. DUNN: Okay.		16 complaints. And the way we think about that is,	
17 Q. (By Mr. Verhoeven) Let's go back to this		17 when we see an allegation, we take it really	
18 conversation that -- where you talked about the two		18 seriously.	
19 things --		19 We look into it. We investigate it. We	
20 A. Yeah.	09:07:40	20 get to the bottom of it. And then we make a	09:10:14
21 Q. -- with Mr. Levandowski.		21 decision about what to do about it.	
22 A. Yeah.		22 And so immediately following an	
23 And, again, that's like a general -- like		23 allegation, we have to look into the allegation and	
24 I can't remember the specific conversation, but I		24 see what the details are before we take some kind	
25 recollect those being the important things, and I	09:07:53	25 of action.	09:10:29
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<p>1 Q. Why didn't you fire Mr. Levandowski after 09:10:30 2 you learned from him -- from Mr. Levandowski 3 himself, that he did download Google documents at 4 the all-hands meeting? 5 A. I think his explanation at the all-hands 09:10:44 6 meeting was that he was downloading files to work 7 from home. 8 Q. So -- but you didn't ask him whether or 9 not he still had those and whether or not he was 10 using those files? 09:11:00 11 MS. DUNN: Objection to form. 12 THE DEPONENT: Like I said, I made sure 13 that none of those files made it to Uber and that 14 they were not being used. 15 Q. (By Mr. Verhoeven) Did you specifically 09:11:07 16 ask him, Did any of those files you downloaded 17 make -- make it to Uber? 18 A. Absolutely. 19 Q. What did he say? 20 A. Absolutely not. 09:11:16 21 Q. Did you ask him, Do you still have those 22 files? 23 A. I did not ask him that. 24 Q. Why not? 25 A. I don't -- I don't know. I was -- I was 09:11:23</p>	<p>1 Q. (By Mr. Verhoeven) People work from home 09:12:19 2 at Uber all the time, too, don't they? 3 A. Yes. 4 Q. How common a practice is that, generally? 5 A. More common than I would like. 09:12:28 6 Q. So can you be any more specific about 7 that? 8 A. About what, specifically? 9 Q. People do it a lot? 10 A. You know, I would say not a lot, 09:12:39 11 but it -- but I would say people at Uber work 12 pretty hard. 13 Q. Right. 14 A. And sometimes that means it's after 15 having dinner with -- you know, with the family or 09:12:48 16 something, and that's at home. 17 Q. Looking at your documents, it looks like 18 there's communications all the way up past 19 midnight. 20 Is that pretty routine at Uber? 09:12:58 21 MS. DUNN: Objection to form. And -- I 22 will leave it at that for now. Objection to form. 23 THE DEPONENT: I take pride in our work 24 ethic. 25 Q. (By Mr. Verhoeven) So it is pretty 09:13:11</p>
<p>Page 58</p> <p>1 mostly -- I was most concerned that content data, 09:11:25 2 et cetera, from a previous employer was not being 3 used to build what we build here at Uber. 4 Q. Well, you knew that Mr. Levandowski took 5 his personal laptop to work, right? 09:11:39 6 MS. DUNN: Objection to form. 7 THE DEPONENT: I didn't know that. 8 Q. (By Mr. Verhoeven) You didn't know there 9 were any restrictions on that, did you? 10 MS. DUNN: Objection to form. 09:11:48 11 THE DEPONENT: I am just not in the weeds 12 of that kind of stuff. 13 Q. (By Mr. Verhoeven) People take their 14 personal laptops to work all the time at Uber, 15 don't they? 09:11:55 16 MS. DUNN: Objection to form. 17 THE DEPONENT: I don't think that's a 18 normal process -- a normal thing. I think it 19 might -- maybe happens. You know, maybe it happens 20 with some employees, but it's not something that we 09:12:06 21 generally do. 22 Q. (By Mr. Verhoeven) It's not prohibited, 23 is it? 24 A. I don't think so. 25 MS. DUNN: Objection to form. 09:12:14</p>	<p>1 routine. 09:13:12 2 A. I mean, for some people yes, for some 3 people no. 4 Q. And -- 5 A. As an owner in the business, I would like 09:13:15 6 it to be more routine. 7 Q. And you don't expect them to -- to be at 8 the office at that point in time, right? 9 A. It just depends, but not generally. 10 Q. So it's okay if they're responding from 09:13:26 11 emails at home, right? 12 A. Yeah. 13 Q. I may have asked this before, and I 14 apologize if I did. But you learned at the 15 all-hands meeting that Mr. Levandowski had 09:13:53 16 downloaded documents, correct? 17 A. Yes, but there may have been a -- there 18 may have been some conversation after the complaint 19 but before the all-hands where we discussed it. I 20 just can't remember the specifics of it or whether 09:14:11 21 it happened or not. I just can't remember. 22 Q. Did you take any disciplinary action 23 against Mr. Levandowski once you learned that? 24 I mean, not later -- not two or three 25 months later, but in direct response to learning 09:14:21</p>

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<p>1 that. 09:14:24</p> <p>2 A. No. We -- we look into the allegations 09:14:24</p> <p>3 first, then decide what kind of disciplinary 09:14:24</p> <p>4 actions to take. That's generally how we -- we 09:14:24</p> <p>5 approach things. 09:14:35</p> <p>6 Q. But you knew personally that he had 09:14:35</p> <p>7 downloaded Google documents at that time, right? 09:14:35</p> <p>8 MR. CHATTERJEE: Form. 09:14:35</p> <p>9 THE DEPONENT: We learned -- I think, in 09:14:35</p> <p>10 the all-hands, you know, he stated that he 09:14:43</p> <p>11 downloaded files while working from home -- 09:14:43</p> <p>12 Q. (By Mr. Verhoeven) So you did -- 09:14:43</p> <p>13 A. -- when he was working at Google, which 09:15:00</p> <p>14 doesn't -- that -- we have to look into the details 09:15:00</p> <p>15 about the complaint, we have to understand what he 09:15:00</p> <p>16 said, we have to get to the bottom of it, and then 09:15:00</p> <p>17 decide what kind of action we should take. 09:15:00</p> <p>18 Q. Somebody asked him does he still have 09:15:12</p> <p>19 those files at that time, didn't they? 09:15:12</p> <p>20 MS. DUNN: Objection to form. 09:15:12</p> <p>21 THE DEPONENT: Not a conversation I know 09:15:12</p> <p>22 about. 09:15:12</p> <p>23 Q. (By Mr. Verhoeven) So you don't know 09:15:12</p> <p>24 whether anyone asked him, Do you still have those? 09:15:12</p> <p>25 A. I don't know. 09:15:19</p>	<p>1 happened with attorneys in the room that, for 09:16:27</p> <p>2 obvious reasons, I can't speak to. 09:16:27</p> <p>3 Q. Well, you had that discussion with 09:16:27</p> <p>4 Mr. Levandowski without attorneys in the room where 09:16:27</p> <p>5 you learned that he had files from Google, right? 09:16:37</p> <p>6 A. Well, in that discussion there was an 09:16:37</p> <p>7 attorney in the room, but it was a -- it was an 09:16:37</p> <p>8 all-hands. 09:16:37</p> <p>9 Q. No, I'm talking about in the intake 09:16:37</p> <p>10 process back in March of 2016 -- 09:16:50</p> <p>11 A. Yeah, that's true. There was that one 09:16:50</p> <p>12 meeting, yeah. 09:16:50</p> <p>13 Q. Yeah. That was part of the transaction, 09:16:50</p> <p>14 right? 09:16:50</p> <p>15 A. Correct. Yeah. 09:16:58</p> <p>16 Q. You don't remember specifically -- 09:16:58</p> <p>17 A. Yeah. 09:16:58</p> <p>18 Q. -- what step it was -- 09:16:58</p> <p>19 A. Yeah. 09:16:58</p> <p>20 Q. -- but -- and you would agree that part 09:17:02</p> <p>21 of Uber's process when they're taking in an 09:17:02</p> <p>22 employee from a competitor would be to determine 09:17:02</p> <p>23 whether or not the -- they have any of that former 09:17:02</p> <p>24 employer's confidential documents in their laptop, 09:17:02</p> <p>25 right? 09:17:22</p>
<p>Page 62</p> <p>1 Q. And you didn't know whether he still had 09:15:24</p> <p>2 the files at that time? 09:15:24</p> <p>3 A. I didn't know specifically, no. 09:15:24</p> <p>4 Q. And that wasn't of concern to you whether 09:15:24</p> <p>5 he still had them or not? 09:15:34</p> <p>6 MS. DUNN: Objection to form. 09:15:34</p> <p>7 THE DEPONENT: I may have assumed he just 09:15:34</p> <p>8 didn't have them. Right. When somebody's -- when 09:15:34</p> <p>9 somebody's downloading files when they're working 09:15:34</p> <p>10 at their employer, that -- that's -- I think that's 09:15:45</p> <p>11 okay. 09:15:45</p> <p>12 And then if you -- you know, then -- then 09:15:45</p> <p>13 in the transaction itself, we went through a 09:15:45</p> <p>14 diligence process that I felt, you know, my 09:15:45</p> <p>15 people -- I have a lot of trust in their expertise 09:15:59</p> <p>16 and how they -- how they do things to make sure 09:15:59</p> <p>17 that these files just weren't over at Uber. 09:15:59</p> <p>18 So I felt good about our processes. 09:15:59</p> <p>19 Q. (By Mr. Verhoeven) Part of that 09:16:13</p> <p>20 diligence process, correct me if I'm wrong -- 09:16:13</p> <p>21 A. Yeah. 09:16:13</p> <p>22 Q. -- is to ask the employee coming over 09:16:13</p> <p>23 whether or not the employee has any files from the 09:16:13</p> <p>24 former employer, correct? 09:16:13</p> <p>25 A. So these kinds of conversations may have 09:16:25</p>	<p>Page 64</p> <p>1 MS. DUNN: Objection to form. 09:17:22</p> <p>2 MR. CHATTERJEE: Join. 09:17:22</p> <p>3 THE DEPONENT: When you do a transaction, 09:17:22</p> <p>4 an M & A transaction, or something of that nature, 09:17:22</p> <p>5 there's generally going to be a diligence process 09:17:32</p> <p>6 that, you know, does everything -- or, you know, 09:17:32</p> <p>7 really sort of has general processes to try to 09:17:32</p> <p>8 prevent these -- prevent content to come from the 09:17:32</p> <p>9 previous employer to where they're going, yes. 09:17:32</p> <p>10 Q. (By Mr. Verhoeven) So you would have 09:17:52</p> <p>11 expected that you would have learned already if he 09:17:52</p> <p>12 had down- -- had downloaded Google documents, 09:17:52</p> <p>13 right -- 09:17:52</p> <p>14 MS. DUNN: Objection to form. 09:17:52</p> <p>15 Q. (By Mr. Verhoeven) -- before the 09:17:59</p> <p>16 all-hands -- before the complaint was filed? 09:17:59</p> <p>17 MR. CHATTERJEE: Form. 09:17:59</p> <p>18 MS. DUNN: Objection to form. 09:17:59</p> <p>19 THE DEPONENT: I have executives that 09:18:10</p> <p>20 work for me, that have a lot of experience, a lot 09:18:10</p> <p>21 of expertise in doing diligence and transactions, 09:18:10</p> <p>22 and I depend on them to make sure those things 09:18:10</p> <p>23 happen -- the right things happen. 09:18:10</p> <p>24 Q. (By Mr. Verhoeven) I understand that. 09:18:23</p> <p>25 A. Yeah. 09:18:23</p>

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1 Q. But you've testified that Uber is very 2 careful about that and that they take steps to 3 ensure that that doesn't happen, right? 4 A. Yeah. We -- I -- I -- I generally 5 understand that to be true, yes. 09:18:24	1 with him -- 09:20:38 2 MS. DUNN: Objection to form. 3 Q. (By Mr. Verhoeven) -- that he had taken 4 from Google? 5 Wouldn't that be surprising? 09:20:44
6 Q. And you would expect that your executives 7 would find out, as part of the intake process, 8 whether or not the employee coming in has 9 confidential files that they've taken from their 10 former employer, right? 09:18:48	6 MS. DUNN: Objection to form. 7 MR. CHATTERJEE: Join. 8 THE DEPONENT: It would certainly be 9 disappointing. 10 Q. (By Mr. Verhoeven) And wouldn't you have 09:20:55
11 MS. DUNN: Objection to form. 12 THE DEPONENT: We would -- in any 13 transaction we are going to make sure to take -- 14 you know, to take the important steps you -- you 15 have to take to -- to make sure these files don't 09:19:05 16 get across. Files from whatever employer, whether 17 it's the previous one or two previous ones. 18 And I'm not in the weeds of all the 19 details of what that process looks like, but I am 20 confident -- I'm confident in my people that do 21 that. 22 And in -- generally, I believe that they 23 did a good job in that because everything we've 24 seen since shows that nobody's seen these files and 25 these files haven't made it to Uber. 09:19:39	11 expected that you would have asked Mr. Levandowski 12 about that? 13 A. I did. 14 Q. And what did he say about it? 15 A. You know, like I said before, he first 09:21:03 16 said that he had downloaded files when working from 17 home, that he had made sure that -- that I -- when 18 I -- upon me asking, Did any files make it to Uber, 19 has it informed anything that we've done, he made 20 it very clear that that was not the case. 09:21:24
Page 66	21 Q. But you didn't ask him, Do you still have 22 stolen files? 23 MS. DUNN: Objection to form. 24 MR. CHATTERJEE: Join. 25 THE DEPONENT: I did not. 09:21:32
1 Q. (By Mr. Verhoeven) So you would have 09:19:41 2 expected that when Mr. Levandowski was being 3 processed by these people, they would have asked 4 him, Do you have any Google documents that you've 5 taken with you, correct? 09:19:51	1 Q. (By Mr. Verhoeven) You didn't ask him, 09:21:33 2 Do you still have any Google documents in your 3 laptops or any of your devices? 4 A. Those questions may have been asked with 5 attorneys in the room. But I certainly didn't have 09:21:40 6 that conversation with him one on one. 7 Q. You are aware that Ottomotto was run out 8 of Mr. Levandowski's house before it was acquired 9 by you, right? 10 A. Yes. 09:21:59
6 MS. DUNN: Objection to form. 7 MR. CHATTERJEE: Join. 8 THE DEPONENT: Those questions may have 9 been asked. I just don't know the details of that 10 process. 09:19:59	11 Q. And during that time before the 12 acquisition, you're aware that Mr. Levandowski was 13 working with folks at Uber on the subject of AV, 14 and specifically on the subject of LiDAR, correct? 15 MS. DUNN: Objection to form. 09:22:29
11 Q. (By Mr. Verhoeven) But you would have 12 expected that they would have determined that, 13 right? 14 A. What I --	16 MR. CHATTERJEE: Form. 17 THE DEPONENT: What time period are you 18 talking about? 19 Q. (By Mr. Verhoeven) Prior to the 20 acquisition, during the time when Mr. Levandowski 09:22:35 21 was working from his home. 22 A. I was aware there were meetings, yeah, 23 meetings going on, sure.
15 MS. DUNN: Objection to form. 09:20:05 16 MR. CHATTERJEE: Join. 17 THE DEPONENT: What I would expect is 18 that they take the necessary steps to make sure 19 that files from a previous employer don't make it 20 to Uber, and files from a previous employer are not 09:20:17 21 informing how people build things. 22 Q. (By Mr. Verhoeven) Okay. So wouldn't it 23 be surprising to learn later, after that process 24 had been completed by your executives or your team, 25 that, in fact, Mr. Levandowski had downloaded files 09:20:33	24 Q. On those subjects. 25 A. Are we talking -- I just don't know the 09:22:40
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1 specific time frame you're talking about.	09:22:42	1 in San Francisco, and it sort of depends on the	09:24:36
2 Q. I'm talking about after he left Google --		2 time frame. I'm just not sure.	
3 A. Yeah.		3 Q. The time frame I'm asking about was the	
4 Q. -- when -- and formed a company.		4 one we --	
5 A. Yeah. 09:22:53		5 A. Yeah, but they -- there may have been	09:24:43
6 Q. Let's just call it Ottomotto --		6 multiple different situations during that. And I	
7 A. Yes.		7 don't know specifically when a lease was taken out	
8 Q. -- generally --		8 or...	
9 A. Yeah.		9 Q. Did you ever visit Mr. Levandowski during	
10 Q. -- and before he became an employee of	09:22:56	10 that time period at his house? 09:24:53	
11 Uber.		11 A. Once, yes.	
12 A. Okay.		12 Q. Okay.	
13 Q. During that time period.		13 A. Well, maybe not during that period. I	
14 A. Okay.		14 think I visited him prior to the deal happening. I	
15 Q. He, while he was working at home --	09:23:04	15 took a ride in one of their trucks, which was an	09:25:07
16 A. Yeah.		16 interesting experience.	
17 Q. -- was working with members of your		17 Q. After -- at some point you learned that	
18 technical team in AV and helping them.		18 Mr. Levandowski was taking -- was refusing to	
19 A. Yeah.		19 provide any testimony or documents --	
20 Q. And specifically that included the	09:23:17	20 A. Yeah. 09:25:46	
21 technical -- technological area of LiDAR.		21 Q. -- in this litigation based on his	
22 You were aware of that, right?		22 assertion of the Fifth Amendment?	
23 A. What I'm aware of is post-signing an		23 MS. DUNN: Charlie, if you're switching	
24 agreement in sort of the April time frame that he		24 gears, I think we've been going for more than an	
25 started consulting with Uber. The general -- the	09:23:36	25 hour, and I think it would be good to take a break. 09:25:51	
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1 general area was around autonomy, like broadly.	09:23:41	1 MR. VERHOEVEN: Do you need a break now? 09:25:55	
2 I'm not aware of any specific		2 THE DEPONENT: I would take a break, take	
3 conversations about LiDAR. They -- I'm not saying		3 five minutes, ten minutes, something like that.	
4 they didn't happen, but I'm not aware of any		4 MR. VERHOEVEN: Okay.	
5 specific conversations that happened. 09:23:54		5 THE DEPONENT: Does that work? 09:26:04	
6 Q. But he was consulting on the technology		6 MS. DUNN: Yeah.	
7 of AV, generally?		7 What's the time?	
8 A. Yes.		8 THE VIDEOGRAPHER: Going off the record.	
9 MR. CHATTERJEE: Form.		9 The time is 9:25.	
10 THE DEPONENT: Correct. 09:24:01		10 (Recess taken.) 09:26:10	
11 Q. (By Mr. Verhoeven) And you were aware		11 THE VIDEOGRAPHER: We are back on the	
12 that he was doing that from his house?		12 record. The time is 9:38.	
13 MS. DUNN: Objection to form.		13 Q. (By Mr. Verhoeven) Mr. Kalanick, did you	
14 THE DEPONENT: I -- I didn't know that		14 talk with anyone about this case on the break that	
15 for certain. I don't -- I don't know that for	09:24:07	15 we just took? 09:38:51	
16 certain.		16 A. No.	
17 Q. (By Mr. Verhoeven) Are you aware of any		17 Q. Let's go back to the question I had	
18 offices that Ottomotto had during that time frame		18 before the break. At some point you became aware	
19 that we're talking about?		19 that Mr. Levandowski had -- was refusing to testify	
20 A. I remember them talking about some kind	09:24:21	20 or produce documents on the basis of an assertion 09:39:09	
21 of Oakland office, but I wasn't sure if that got		21 of the Fifth Amendment right against incrimination,	
22 started up or not. I don't know if they had that		22 correct?	
23 space or not.		23 A. Correct.	
24 I -- I do know they had some space in		24 Q. When did you learn that?	
25 Palo Alto as well. And I know they had some space	09:24:31	25 A. I don't remember the exact date. There 09:39:21	
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1 was a meeting at Uber with all attorneys and me, so 09:39:26	1 about everything that you can remember about Google 09:42:24
2 I was the only nonattorney. But there was a	2 documents in your conversations with
3 meeting there where we were -- that I first	3 Mr. Levandowski, right?
4 understood that it was a possibility that Anthony	4 A. I mean, I -- I spoke to sort of the
5 may -- may do that. 09:39:47	5 complaint, the all-hands, et cetera, yes. 09:42:36
6 Q. Do you remember what time that meeting	6 Q. Okay. So did you have meetings with
7 was?	7 Mr. Levandowski about his assertion of the
8 A. It feels like an evening meeting. I feel	8 Fifth Amendment?
9 like it was an evening meeting, and it -- and --	9 A. I did.
10 MS. DUNN: I will caution the witness to 09:40:05	10 Q. Okay. How many? 09:42:47
11 answer, not about the content of the meetings,	11 A. Probably -- I -- I don't know exactly.
12 since it was only attorneys and you.	12 It feels -- it was like a very long night with
13 THE DEPONENT: Yeah. Okay.	13 attorneys at Uber. Some of those discussions
14 Q. (By Mr. Verhoeven) I think the question	14 included Anthony. Some of them did not.
15 was: Do you remember when the meeting was? 09:40:17	15 Q. Okay. 09:43:07
16 I think that was the question.	16 A. So I don't know how to say how many
17 A. Yeah, it was -- it was in -- it felt like	17 meetings, but I can tell you it was a whole lot of
18 it was in the evening, and it -- there were a	18 hours.
19 couple meetings on this topic leading up to him	19 Q. What did you say on that subject?
20 actually deciding not to testify or declare. 09:40:40	20 A. I don't think I can -- I think because 09:43:17
21 Q. Do you know why you were at these	21 of -- there were so many attorneys there, I -- I
22 meetings?	22 may not be able to -- I don't -- I don't know. I'm
23 Well, let me ask this: You said -- you	23 confused.
24 testified at least the first one you recall you	24 If I am allowed to answer, then let me --
25 were the only nonattorney? 09:41:06	25 I'm confused whether I can or not. 09:43:30
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1 A. Yeah. 09:41:09	1 MS. DUNN: I think there's some -- as we 09:43:32
2 Q. So why were you the only nonattorney? Do	2 recognized last time, there's -- there's confusion
3 you know why?	3 just about the specificity of timing. And so if
4 A. I mean, there was a litigation matter. I	4 you could rephrase the question.
5 was being updated on a litigation matter, so... 09:41:17	5 Q. (By Mr. Verhoeven) What did you say on 09:43:46
6 Q. Okay. Your general counsel wasn't there?	6 the subject?
7 A. I can't remember if she was or not. I --	7 MR. CHATTERJEE: Form.
8 I certainly remember Angela Padilla, our head of	8 THE DEPONENT: I can tell you how I felt.
9 litigation, was there. And there were others,	9 I can certainly tell you how I felt about him
10 outside counsel, internal counsel. 09:41:38	10 declaring the Fifth. 09:43:59
11 Q. Okay. Did you personally have an opinion	11 Q. (By Mr. Verhoeven) I will get to that,
12 on whether or not Mr. Levandowski should assert the	12 but I just want to understand your
13 Fifth Amendment?	13 communications --
14 A. Definitely.	14 A. Yeah.
15 Q. Did you express that in the meetings? 09:41:52	15 Q. -- with people about how you felt. You 09:44:05
16 A. I most -- I don't know if I can say, if I	16 want to start with how you felt, that's fine.
17 am allowed to say, whether I can or not, in the	17 MS. DUNN: Charlie, I would like to take
18 meetings.	18 a break. Because the witness is -- is confused by
19 Q. Did you express your opinion at all to	19 the bounds of the privilege. So I would like to
20 anyone? 09:42:05	20 take a -- a five-minute break. 09:44:20
21 A. Oh, definitely.	21 MR. VERHOEVEN: I would rather not. You
22 Q. Okay. To who?	22 can instruct him if you would like.
23 A. To attorneys, as well as in later	23 MS. DUNN: I think you'd get a better
24 meetings, Anthony himself.	24 record.
25 Q. Okay. Well, we -- you already testified 09:42:21	25 MR. VERHOEVEN: Well, I will take the 09:44:30
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1 risk.	09:44:31	1 A. When we had -- we had discussions about	09:46:41
2 Okay?		2 how do we -- how do we -- like, is there a way we	
3 MS. DUNN: It's your risk.		3 can get -- is there a way that he can testify	
4 MR. VERHOEVEN: Okay.		4 without him being -- his -- his personal attorney	
5 Q. (By Mr. Verhoeven) I will just go back	09:44:40	5 feeling so uncomfortable that he would plead the	09:46:59
6 and ask the question again, so -- I don't want to		6 Fifth.	
7 confuse you.		7 So his personal counsel is telling him to	
8 You had an opinion -- let's just get		8 take the Fifth. We would much prefer him not to.	
9 out -- let's just get out what your opinion -- what		9 Q. Okay. And why would -- what did his	
10 your feeling was before I get to who you expressed	09:44:48	10 personal counsel say about why he was going to have	09:47:13
11 it to.		11 to take the Fifth?	
12 Okay?		12 MS. DUNN: Objection to form.	
13 A. Yeah.		13 THE DEPONENT: I don't know the reasons	
14 Q. What was your feeling?		14 why, other than just being conservative in his	
15 A. My feeling is, he should -- he should	09:44:55	15 approach.	09:47:27
16 testify. That -- that he should say what happened,		16 Q. (By Mr. Verhoeven) What do you remember	
17 why, how, and he should cooperate with the company		17 him saying?	
18 and the Court in getting to the facts of the		18 MS. DUNN: Objection. I'm going to	
19 matter. And I felt pretty passionately about it.		19 instruct the witness not to answer.	
20 Q. Okay. Did you have a conversation with	09:45:20	20 MR. VERHOEVEN: Okay. My position is	09:47:37
21 Mr. Levandowski about that subject?		21 that he waived the attorney-client privilege on	
22 A. Yes.		22 this meeting.	
23 Q. What did you say to him?		23 MS. DUNN: I don't -- Charlie, there's	
24 Well, first of all, when -- when did you		24 not even a specific meeting you are talking about.	
25 have that conversation?	09:45:31	25 THE DEPONENT: Yeah.	09:47:48
	Page 78		Page 80
1 A. Yeah. I mean, this was in -- this was	09:45:32	1 MS. DUNN: This is like an exercise in	09:47:49
2 around the time of him pleading the Fifth, and it		2 extreme line blurring. So I -- our position is, we	
3 was right before.		3 have waived no attorney-client privilege.	
4 Q. Was it a conversation outside of meeting		4 MR. VERHOEVEN: So you are going to	
5 with attorneys?	09:45:42	5 instruct him on that question; is that right?	09:48:06
6 A. No. No, it was not.		6 MS. DUNN: I'm instructing him on that	
7 Q. So you never spoke to him outside		7 question.	
8 meetings with attorneys about the assertion of the		8 MR. VERHOEVEN: Okay.	
9 Fifth amendment? You never, like, pulled him aside		9 MS. DUNN: And, also --	
10 and said anything?	09:45:57	10 MR. VERHOEVEN: I don't need a speaking	09:48:12
11 A. No.		11 objection.	
12 Q. What did you -- what did you say to him		12 MS. DUNN: Well, it seems like we have a	
13 about the subject during your meetings with		13 lot of confusion going on here, and that you are	
14 attorneys?		14 cultivating this confusion. And so I think that we	
15 A. I really -- I really wanted him just to	09:46:17	15 should make sure that the witness is not entirely	09:48:19
16 testify and tell the Court whatever he had to say.		16 confused by your line of questioning.	
17 Q. And you -- you said that during the		17 MR. VERHOEVEN: Object to the speaking	
18 meeting?		18 objection.	
19 A. I made it very clear to him that we		19 Q. (By Mr. Verhoeven) You can't remember	
20 wanted him to testify.	09:46:25	20 the specific meetings, can you?	09:48:29
21 Q. And what did he say?		21 A. I can remember the specific meetings. I	
22 A. He felt like -- well, my -- my sense is		22 can't give you exact. So I certainly can remember	
23 that he wanted to.		23 specific meetings.	
24 Q. Okay. I'm not asking about your sense.		24 Q. Okay.	
25 What did he say?	09:46:39	25 A. I can't tell you the exact time of the	09:48:43
	Page 79		Page 81

<p>1 specific meetings. 09:48:47</p> <p>2 Q. Okay. What was the first meeting that 09:48:56</p> <p>3 you had on the subject of the Fifth?</p> <p>4 A. The first meeting was a meeting with 09:48:56</p> <p>5 attorneys where -- where we were under the 09:48:56</p> <p>6 impression that they -- that he may take the Fifth, 09:49:15</p> <p>7 and there was a discussion as to --</p> <p>8 MS. DUNN: I will caution the witness not 09:49:15</p> <p>9 to answer about conversations with attorneys. And 09:49:15</p> <p>10 we are going to take a break, which we are entitled 09:49:15</p> <p>11 to do at any time.</p> <p>12 MR. VERHOEVEN: I object.</p> <p>13 MS. DUNN: You can object.</p> <p>14 THE VIDEOGRAPHER: Going off the 09:49:29</p> <p>15 record -- you want me to go off the record? 09:49:29</p> <p>16 MR. VERHOEVEN: Yeah, there's no need 09:49:29</p> <p>17 just to have a blank chair.</p> <p>18 THE VIDEOGRAPHER: Going off the record.</p> <p>19 The time is 9:49 a.m.</p> <p>20 (Recess taken.) 09:49:42</p> <p>21 THE VIDEOGRAPHER: We are back on the 09:49:42</p> <p>22 record. The time is 9:54.</p> <p>23 MR. CHATTERJEE: Just for the record, I 09:55:10</p> <p>24 want to make sure it's clear. I'm going to move to 09:55:10</p> <p>25 strike the question from 9:45 that's on the record 09:55:10</p>	<p>1 MR. CHATTERJEE: I can't object against 09:56:16</p> <p>2 the Court's court.</p> <p>3 MR. VERHOEVEN: Does other counsel have 09:56:22</p> <p>4 any objections that we haven't yet identified?</p> <p>5 MS. DUNN: I also am following the 09:56:22</p> <p>6 judge's order. And we are only allowed to object 09:56:22</p> <p>7 to form and based on privilege. We object to both.</p> <p>8 MR. VERHOEVEN: Okay. And so it's clear 09:56:38</p> <p>9 that there's no other objections than form and 09:56:38</p> <p>10 attorney-client privilege. 09:56:38</p> <p>11 MS. DUNN: Are you aware of any other 09:56:38</p> <p>12 available objections, Charlie?</p> <p>13 MR. VERHOEVEN: I am trying to get a 09:56:42</p> <p>14 record.</p> <p>15 MS. DUNN: Okay. 09:56:42</p> <p>16 MR. CHATTERJEE: You have a record. The 09:56:42</p> <p>17 judge said what we can object to. We did it.</p> <p>18 Let's move on.</p> <p>19 MR. VERHOEVEN: I will take that as a no.</p> <p>20 Q. (By Mr. Verhoeven) Did you say anything 09:57:02</p> <p>21 in response -- in response to the statement at this 09:57:02</p> <p>22 meeting -- withdrawn.</p> <p>23 Going back to the meeting we were talking 09:57:02</p> <p>24 about, where you expressed your concerns -- 09:57:02</p> <p>25 A. Which meeting are we talking about? 09:57:14</p>
<p>Page 82</p> <p>1 to 9:48. And the objection is as to form. 09:55:13</p> <p>2 MS. HAAG: If I could just put on the 09:55:13</p> <p>3 record we have an agreement that I'm going to try 09:55:13</p> <p>4 to keep my involvement to a minimum, and I think 09:55:13</p> <p>5 everybody agrees that -- I will -- I am joining any 09:55:24</p> <p>6 objection.</p> <p>7 MS. DUNN: And I am going to join 09:55:24</p> <p>8 Otto Trucking's objection.</p> <p>9 MR. VERHOEVEN: And the basis is, other 09:55:35</p> <p>10 than -- it's all just to form? 09:55:35</p> <p>11 MR. CHATTERJEE: Oh, the basis is that 09:55:35</p> <p>12 the judge also lets us object to form at this point 09:55:35</p> <p>13 in the proceeding, so I think the objection is 09:55:35</p> <p>14 based on a standing order.</p> <p>15 And, also, we will object to the extent 09:55:47</p> <p>16 it invokes attorney-client privilege issues, but 09:55:47</p> <p>17 it's all move to strike.</p> <p>18 MR. VERHOEVEN: Anything else?</p> <p>19 MS. DUNN: Join.</p> <p>20 MR. VERHOEVEN: Any other reasons? 09:56:03</p> <p>21 MR. CHATTERJEE: I think there's only two 09:56:03</p> <p>22 the judge also allows at this point in the 09:56:03</p> <p>23 proceedings.</p> <p>24 MR. VERHOEVEN: That's not what I asked 09:56:14</p> <p>25 you, but... 09:56:14</p>	<p>Page 84</p> <p>1 Which meeting, specifically? 09:57:15</p> <p>2 Q. The meeting about the Fifth Amendment.</p> <p>3 A. Okay.</p> <p>4 MS. DUNN: Objection.</p> <p>5 Q. (By Mr. Verhoeven) Do you remember your 09:57:22</p> <p>6 testimony about there's a meeting about the 09:57:22</p> <p>7 Fifth Amendment, and you expressed your concerns?</p> <p>8 Do you remember that?</p> <p>9 A. I do.</p> <p>10 Q. Okay. That meeting, is what I'm talking 09:57:27</p> <p>11 about.</p> <p>12 A. Okay.</p> <p>13 Q. Did you say anything in response to 09:57:27</p> <p>14 Mr. Levandowski's personal attorney when he told 09:57:27</p> <p>15 you that he would be -- that Mr. Levandowski was 09:57:40</p> <p>16 uncomfortable testifying and would plead the Fifth?</p> <p>17 MS. DUNN: Objection on the basis of 09:57:40</p> <p>18 privilege. I'm going to instruct the -- the 09:57:40</p> <p>19 witness not to answer.</p> <p>20 And since you are seeking alternative 09:57:56</p> <p>21 bases for objections, there -- there would be 09:57:56</p> <p>22 beyond form.</p> <p>23 MR. VERHOEVEN: Are you moving to strike 09:58:12</p> <p>24 -- just for clarity, Counsel, so I don't have to 09:58:12</p> <p>25 compare lines and pages -- 09:58:12</p>

22 (Pages 82 - 85)

1 MS. DUNN: Yes, objection and move to 2 strike lines --	09:58:15	1 Q. What -- what do you base that on? 10:00:26 2 A. Well, he was -- he was pushing his 3 attorney.
3 MR. VERHOEVEN: No, no, I'm just asking 4 this.		4 MS. DUNN: Objection on the basis of 5 privilege. I'm going to instruct the witness not 10:00:38 6 to answer.
5 MS. DUNN: Sure. 09:58:19		7 Q. (By Mr. Verhoeven) Did he say anything 8 to you during the meeting on this subject, 9 Mr. Levandowski?
6 MR. VERHOEVEN: Are you moving to strike 7 Mr. Kalanick's testimony about what he said during 8 the meeting?		10 A. Yes. 10:00:47 11 Q. What did he say?
9 MS. DUNN: I would have to have the 10 court reporter read that back at this point. All I 09:58:31 11 see right now is that the question on the table is 12 a misstatement of Mr. Kalanick's previous 13 testimony.		12 A. So there's -- the reason this is a little 13 bit confusing or tricky for me is that there were 14 different people in that room at different times. 15 In some cases, his personal attorney; in some 10:01:07 16 cases, various attorneys from our side. So I am... 17 Q. When you made the statement -- 18 A. Right. 19 Q. -- that you testified to earlier -- 20 A. Yeah. 10:01:20 21 Q. -- were there attorneys at the meeting? 22 A. Which statement are we talking about? 23 Q. When you expressed your concern? 24 A. Concern? 25 Q. About the Fifth Amendment assertion? 10:01:29
14 MR. VERHOEVEN: Well, that's the 15 testimony I'm talking about. 09:58:37		Page 88
16 MS. DUNN: Well, do you want to take the 17 time to find his -- we could do that.		
18 Q. (By Mr. Verhoeven) What did you say 19 during the meeting about your concern?		
20 A. Okay. 09:58:55		
21 MS. DUNN: Objection. I'm going to 22 instruct the witness not to answer on the basis of 23 privilege.		
24 Q. (By Mr. Verhoeven) Do you remember 25 testifying that you really, really wanted to tell 09:59:20		
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1 the Court whatever Mr. Levandowski had to say 2 during that meeting?	09:59:23	1 A. Yeah, there were. 10:01:31 2 Q. You said that you were -- you very, very 3 much wanted -- 4 A. Yes. 5 Q. -- to tell the story? 10:01:35 6 So I believe you said that 7 Mr. Levandowski's private attorney responded to 8 that statement? 9 A. So there were -- there was a concern -- 10 sorry. I made it clear where I stood. I know 10:01:45 11 Angela Padilla was in the room. I know that 12 Anthony was in the room. 13 At some point, we had Anthony's personal 14 attorney come to the office, so we could have a -- 15 a -- we could get into a higher fidelity 10:02:02 16 conversation, if that makes sense. 17 Q. Okay. 18 A. There are different parts of this 19 conversation, some of it with -- so, earlier, some 20 of it with Angela Padilla, myself, Anthony, maybe 10:02:14 21 others; and then later in that conversation, 22 Anthony's personal attorney. 23 Q. Okay. 24 A. So it's not, I think, what you're 25 characterizing as a conversation I was having where 10:02:31
3 MR. CHATTERJEE: Same objections as the 4 motion to strike.		Page 88
5 THE DEPONENT: I remember being very 6 clear with Mr. Levandowski and with others in the 7 room my desire for Uber and the Court to be able to 8 get to the bottom of this and get to the facts.	09:59:32	
9 Q. (By Mr. Verhoeven) And did you express 10 that to Mr. Levandowski? 09:59:54		
11 A. Yes, I did.		
12 Q. And what did he say?		
13 MR. CHATTERJEE: Same objections.		
14 THE DEPONENT: I don't remember what he 15 said, specifically. 10:00:02		
16 Q. (By Mr. Verhoeven) What did he say 17 generally?		
18 A. He -- he seemed to want to testify.		
19 Q. Okay. Did he -- how did he express that? 20 I mean, it's hard for me to understand when you say 10:00:15 21 something like, he seemed to want to.		
22 A. Yeah.		
23 Q. So that's why I am asking these 24 questions.		
25 A. Yeah. 10:00:20		
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1 a personal attorney responded, was not necessarily 10:02:35	1 to -- he wanted to have the sort of the work that 10:05:50
2 how it happened.	2 he did, so he could show that he earned that bonus.
3 But I can tell you what -- I can say	3 Q. So he admitted that he still had the
4 what -- where I was, how I generally felt and the	4 files?
5 opinions that I expressed during that discussion. 10:02:47	5 MS. DUNN: Objection to form. 10:06:35
6 Q. Okay. Before I ask you about that --	6 THE DEPONENT: No, he did not admit that.
7 A. Yeah.	7 Q. (By Mr. Verhoeven) What files did he say
8 Q. -- I think you already testified to this,	8 he had?
9 but I'm little confused. I'm going to ask again.	9 A. He didn't say he had any files.
10 A. Okay. 10:02:58	10 Q. Did you ask him? 10:06:43
11 Q. Did you ever -- did you have any	11 A. I don't remember if we did or not. We
12 conversations with Mr. Levandowski about his	12 may have. I don't think he did, though.
13 assertion of the Fifth Amendment when there weren't	13 Q. Did you come to learn during this meeting
14 attorneys in the room, privately?	14 whether or not he still had stolen Google files?
15 A. I did not. 10:03:08	15 MS. DUNN: Objection to form. 10:07:02
16 Q. Okay. What did you -- sorry, I'm just	16 MR. CHATTERJEE: Join.
17 checking on something. I will be just one second.	17 THE DEPONENT: My -- my recollection is
18 What opinions did you express during the	18 that he did not have any Google files.
19 discussion that you just referenced to two answers	19 Q. (By Mr. Verhoeven) And what is that
20 ago? 10:04:00	20 based on? 10:07:09
21 MS. DUNN: Objection to form.	21 A. The conversation.
22 THE DEPONENT: It was really important	22 Q. Okay. So did someone say that to you?
23 for Uber to get to the bottom of the allegations	23 A. I can't remember specifically words or
24 that Waymo made. There's a lot of work we can do	24 what have you, but that's my recollection of the
25 without Anthony, but there's a lot of things that 10:04:17	25 conversation. 10:07:24
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1 only Anthony could answer. 10:04:19	1 Q. Who did you learn -- where did that -- 10:07:24
2 It was very important for him to provide	2 withdrawn. Sorry.
3 those facts. And it was very important for him to	3 That recollection you are talking about,
4 cooperate with Uber and very important for him to	4 did somebody say something that gave you that
5 cooperate with the Court. 10:04:31	5 recollection or gave you the information that you 10:07:32
6 Q. (By Mr. Verhoeven) Okay. And what did	6 are recalling?
7 Mr. -- Mr. Levandowski was in the room when you	7 MS. DUNN: Objection to form.
8 said this, correct?	8 THE DEPONENT: I feel like that was part
9 A. Yes.	9 of the conversation, but I can't specifically
10 Q. What did he say in response? 10:04:40	10 pinpoint who said what. 10:07:43
11 A. I don't remember his specific response,	11 Q. (By Mr. Verhoeven) What did Levandowski
12 but I remember him being very willing and wanting	12 say about whether he had the files or not?
13 to go into those facts and cooperate with the	13 A. I don't -- I don't remember.
14 Court.	14 Q. Did it seem strange to you, this story he
15 Q. Did he tell you at that meeting what the 10:04:58	15 was telling about wanting to have the files to show 10:08:00
16 facts were?	16 this contribution?
17 A. Yes.	17 MS. DUNN: Objection to form.
18 Q. What did he say?	18 THE DEPONENT: It seemed unfortunate.
19 A. He -- he repeated the -- the downloading	19 Whether it was strange or not, I don't know, but it
20 while at home explanation, but also added that he 10:05:15	20 was certainly unfortunate. 10:08:16
21 was incredibly worried at the time about a very	21 Q. (By Mr. Verhoeven) Why would -- why
22 large bonus that he was supposed to get from	22 would it make sense for an employee to steal
23 Google.	23 corporate files for the purpose of showing that
24 And he felt, essentially, like Google was	24 they are entitled to a bonus?
25 going to stiff him on his bonus. And he wanted 10:05:38	25 MS. DUNN: Objection to form. 10:08:28
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1	MR. CHATTERJEE: Join.	10:08:29	1	hypothetical, I would agree, yes.	10:10:14
2	THE DEONENT: I am not saying what he		2	Q. (By Mr. Verhoeven) So did you say to	
3	did was smart.		3	Mr. Levandowski, that doesn't make any sense?	
4	Q. (By Mr. Verhoeven) Okay. Wouldn't the		4	A. Something along those lines, yes.	
5	employer just immediately not give him the bonus	10:08:39	5	Q. What do you remember saying?	10:10:25
6	once they learned that the files had been stolen?		6	A. I remember insulting his intelligence.	
7	MS. DUNN: Objection to form.		7	Q. Okay. So you said something like, that's	
8	THE DEONENT: I -- I can't speak for		8	stupid, or what did you say?	
9	Google on that matter.		9	A. That's pretty F'ing dumb.	
10	Q. (By Mr. Verhoeven) What would you do if	10:08:50	10	Q. Okay. I appreciate you editing yourself	10:10:47
11	a top one of your engineers left and joined a		11	there.	
12	competitor and called you up and said, you better		12	A. Yeah, I -- I was trying to find the way	
13	give me this bonus that I'm due because I have		13	to do that.	
14	taken your files?		14	Q. You were pretty pissed off?	
15	MR. CHATTERJEE: Form.	10:09:05	15	A. I was more just disappointed.	10:10:58
16	MS. DUNN: Objection to form.		16	Q. What did he say.	
17	THE DEONENT: Well, first, it's not		17	You okay?	
18	clear that that is what happened in this case.		18	A. Yeah, I'm okay.	
19	Q. (By Mr. Verhoeven) Right.		19	Q. You want to take a break?	
20	A. So I --	10:09:12	20	A. No, no, let's keep going.	10:11:09
21	Q. But in that scenario, what you would do?		21	Q. You need some more water or anything?	
22	MS. DUNN: Objection to form.		22	A. No. It's okay. I was just disappointed,	
23	THE DEONENT: I would --		23	as you can imagine.	
24	MR. CHATTERJEE: Join.		24	Q. Okay. What did he say?	
25	THE DEONENT: I would respond pretty	10:09:18	25	A. Let's see. I think he agreed. Yes.	10:11:19
		Page 94			Page 95
1	seriously to that kind of discussion.	10:09:19	1	Q. But you don't recall asking if he still	10:11:28
2	Q. (By Mr. Verhoeven) What -- how -- in		2	had those files?	
3	what way?		3	A. I don't recall --	
4	A. I mean, it's -- there's a lot of details		4	MR. CHATTERJEE: Form.	
5	beyond that, that I would have to look into in that	10:09:28	5	THE DEONENT: -- that specific --	10:11:32
6	particular hypothetical, but I would take that		6	that -- that specific part of that discussion. I	
7	conversation very seriously and take very serious		7	do recollect coming out of that meeting feeling	
8	action.		8	like he didn't have any -- that he did not have in	
9	Q. It's fair to say that wouldn't increase		9	his possession any files.	
10	the likelihood that you'd pay them the bonus?	10:09:37	10	Q. (By Mr. Verhoeven) Do you remember him	10:11:52
11	MS. DUNN: Objection to form.		11	saying anything else about this story that he's	
12	THE DEONENT: Look, I certainly wouldn't		12	telling you?	
13	wait a year to do something about it.		13	MS. DUNN: Objection to form.	
14	Q. (By Mr. Verhoeven) But in my		14	THE DEONENT: No.	
15	hypothetical, if you were presented with the fact	10:09:49	15	Q. (By Mr. Verhoeven) Did you -- he	10:12:01
16	that this -- this -- this -- excuse me. Let me		16	previously told everyone that he just had files --	
17	start again.		17	had those files so he could work from home, right?	
18	In my hypothetical, the fact that you		18	A. Correct.	
19	were presented with stolen documents by this former		19	MR. CHATTERJEE: Form.	
20	employee certainly wouldn't increase the likelihood	10:10:03	20	Q. (By Mr. Verhoeven) So what he was saying	10:12:10
21	that Uber would pay this employee the bonus?		21	now is inconsistent with what he said previously;	
22	MS. DUNN: Same objection.		22	fair?	
23	Q. (By Mr. Verhoeven) Is that fair?		23	MR. CHATTERJEE: Form.	
24	MR. CHATTERJEE: Form.		24	MS. DUNN: Objection to form.	
25	THE DEONENT: In -- in that	10:10:13	25	THE DEONENT: It was -- it was in	10:12:15
		Page 95			Page 97

1 addition to working from home and downloading 2 files, he brought this new information, yes. 3 Q. (By Mr. Verhoeven) So did you say, why 4 the heck didn't you tell us about this before? 5 A. It was more like, why are you so F'ing -- 6 Q. Stupid. 7 A. -- stupid, yeah. Because, yeah, it just 8 didn't make -- it was just not... 9 Q. It didn't make any sense? 10 A. Yeah. It -- it -- it felt like he was so 11 insecure about this bonus that he started doing 12 irrational things. 13 Q. Did you ask him? You know, did you 14 explain that this seemed irrational and asked him 15 why he did it? 16 MR. CHATTERJEE: Form. 17 MS. DUNN: Form. 18 THE DEPONENT: I remember something along 19 those lines. I can't say the specifics words, but 20 he didn't have -- he didn't have a really -- I -- I 21 think he realized how dumb it was, too. 22 Q. (By Mr. Verhoeven) Do you remember what 23 he said -- how he expressed that? 24 A. It was more just acknowledging my point, 25 almost as if it were a rhetorical question.	10:12:17	1 A. Correct. 2 MS. DUNN: Objection to form. 3 MR. CHATTERJEE: Join. 4 Q. (By Mr. Verhoeven) But you don't recall 5 anyone asking him if he used the documents in 6 connection with trying to get the bonus? 7 MS. DUNN: Same objection. 8 THE DEPONENT: Yeah, I don't -- 9 MR. CHATTERJEE: Join. 10 THE DEPONENT: I don't remember a 11 specific part of a dialogue like that, but I 12 certainly -- 13 Say that question one more time. I want 14 to make sure I get it right. 15 (Discussion off the stenographic record.) 16 Q. (By Mr. Verhoeven) So the question was: 17 You don't recall anyone asking him if he used the 18 documents, the stolen documents, in connection with 19 trying to get his bonus? 20 MR. CHATTERJEE: Form. 21 MS. DUNN: Form. 22 THE DEPONENT: So I don't recollect that, 23 like -- I don't recollect the conversation or a 24 specific part of a question answered like that. 25 I remember coming away from it feeling	10:14:57
	10:12:51	10:15:05	
	10:13:06	10:15:12	
	10:13:22	10:15:37	
	10:13:55	10:15:53	
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1 Q. Did you ask him any questions about, 2 well, what did he do with these files? Did he use 3 them to get his bonus? 4 MS. DUNN: Objection to form. 5 MR. CHATTERJEE: Join. 6 THE DEPONENT: Not -- it was -- it was 7 more like he -- he had a moment of insecurity and 8 just did something dumb. 9 Q. (By Mr. Verhoeven) Did you ask him 10 whether he told Google about these files, since he 11 took them for the purpose of showing his 12 contributions in order to get a bonus? 13 MR. CHATTERJEE: Form. 14 THE DEPONENT: I don't rem- -- 15 MS. DUNN: Form. 16 THE DEPONENT: I don't remember whether 17 that specific question was asked, but I remember 18 feeling like that conversation with Google never 19 happened, that -- I feel like he got his bonus, 20 is -- is my recollection of how that conversation 21 went. 22 Q. (By Mr. Verhoeven) Fair to say you came 23 away with the impression that he didn't need to use 24 those documents or didn't disclose those documents 25 in connection with getting his bonus?	10:13:43	1 like he got his bonus and didn't have to have that 2 kind of conversation or... 3 Q. (By Mr. Verhoeven) But for the record, 4 you don't remember anything more specific than 5 that? 6 A. That's correct. 7 Q. Okay. Did you consider what he did to be 8 illegal? 9 MS. DUNN: Objection. 10 MR. CHATTERJEE: Form. 11 MS. DUNN: Form. 12 Q. (By Mr. Verhoeven) Taking the documents? 13 A. In that discussion, I was starting to 14 learn what the law -- what is the law around these 15 things. 16 Q. Did you consider it improper? 17 A. Yes. 18 MR. CHATTERJEE: Form. 19 MS. DUNN: Objection. Form. 20 THE DEPONENT: Yes. 21 Q. (By Mr. Verhoeven) Why didn't you fire 22 him then? 23 A. I was really hopeful that he would 24 cooperate and tell the Court the facts of the 25 matter, cooperate with our investigation. And that	10:16:07
	10:14:13	10:16:25	
	10:14:28	10:16:35	
	10:14:45	10:16:39	
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1 was part of what this discussion was about, was 2 just make the declaration, testify. 3 And it may be that I was holding onto 4 that possibility, trying to -- trying to get him to 5 cooperate with the Court, with our investigation 6 internally. 7 And, you know, it was F'ing stupid. It 8 was -- it -- it -- yeah. It it just felt like if 9 he could -- if he could just say what he did and 10 why, and that -- if you just cooperate, that would 11 have been great. 12 Q. Is the reason you didn't fire him because 13 you still wanted him to cooperate in the defense of 14 the case? 15 MS. DUNN: Objection to form. 16 THE DEPONENT: I wanted to him cooperate 17 with the Court and the Court's order. 18 Q. (By Mr. Verhoeven) Did you feel that 19 fire -- firing him would make him less likely to do 20 that? 21 MS. DUNN: Objection to form. 22 THE DEPONENT: I didn't feel that 23 specifically, no. 24 Q. (By Mr. Verhoeven) But you understood at 25 that meeting that, in fact, Mr. Levandowski	10:17:05 10:17:26 10:17:55 10:18:05 10:18:15 10:18:31 Page 102	1 THE DEPONENT: I mean, the whole 2 conversation was basically about the nuances of 3 pleading the Fifth, privilege, you know, legal 4 things that I didn't always understand. But -- but 5 for me just felt so straightforward, and was 6 obviously disappointed. 7 Q. (By Mr. Verhoeven) Did he or his 8 attorneys say why he was -- he was asserting the 9 Fifth? 10 MS. DUNN: Objection to form. 11 MR. CHATTERJEE: Join. 12 THE DEPONENT: Yes. 13 Q. (By Mr. Verhoeven) What did they say? 14 MS. DUNN: Objection. I'm going to 15 instruct the witness not to answer. 16 MR. VERHOEVEN: He waived the 17 attorney-client privilege. 18 MS. DUNN: That's not true. The 19 witness -- 20 MR. VERHOEVEN: I'm going to move to 21 compel, so you know. 22 MS. DUNN: So I make my record, the 23 witness has explained that there wasn't one 24 meeting -- 25 MR. VERHOEVEN: I don't need -- I don't	10:19:40 10:20:03 10:20:12 10:20:21 10:20:21 10:20:31 10:20:35 Page 104
1 intended to just -- was going to assert the 2 Fifth Amendment, correct? 3 A. We -- we understood -- I understood from 4 that meeting that it was likely. And I -- and I 5 think I held hope -- held onto hope that either he 6 wouldn't or that we could eventually get him to 7 not. 8 Q. Okay. But you were told that he would at 9 that meeting? 10 A. We were told that he most likely would, 11 yes. 12 Q. Okay. And was that before he actually 13 did assert the Fifth Amendment? 14 A. I think so. 15 MS. DUNN: Objection to form. 16 Q. (By Mr. Verhoeven) How soon? 17 MR. CHATTERJEE: Join. 18 THE DEPONENT: It felt very close to the 19 timing. I don't know exactly, but it felt very 20 close. 21 Q. (By Mr. Verhoeven) Do you recall anyone 22 else at the meeting saying anything about this new 23 story that he told? 24 MS. DUNN: Objection to form. 25 MR. CHATTERJEE: Join.	10:18:33 10:18:44 10:18:56 10:19:04 10:19:13 10:19:39 Page 103	1 need you to coach the witness. 2 MS. DUNN: I am not. 3 MR. VERHOEVEN: Okay. 4 MS. DUNN: He's already testified to 5 this. 6 MR. VERHOEVEN: I don't need you to talk 7 about what the witness has said. 8 All right? 9 MS. DUNN: Charlie. 10 MR. VERHOEVEN: You got a legal 11 objection, put it on the record. 12 MS. DUNN: I would like to get my record. 13 MR. VERHOEVEN: No. I strongly object to 14 you coaching the witness. You're prohibited from 15 doing so by Judge Alsup's orders. 16 MS. DUNN: And I am not -- 17 MR. VERHOEVEN: You can object to the 18 form or you can assert to attorney-client 19 privilege. If you want to say something in a brief 20 later, that's fine. 21 MS. HAAG: I can walk out with 22 Mr. Kalanick, if you would like me to. You can 23 make a record outside of his presence. 24 MR. VERHOEVEN: That's perfectly fine 25 with me.	10:20:36 10:20:40 10:20:44 10:20:52 10:21:00 10:21:15 Page 105

1 MS. DUNN: That's a great idea. 10:21:19	1 The time is 10:24. 10:24:47
2 THE VIDEOGRAPHER: Shall we -- shall we	2 (Recess taken.)
3 go off the record?	3 THE VIDEOGRAPHER: This marks the
4 MS. DUNN: No, just stay on the record.	4 beginning of DVD No. 2 in the deposition of
5 MR. VERHOEVEN: Yeah, this won't count 10:21:22	5 Travis Kalanick. Going back on the record. The 10:35:56
6 for our time.	6 time is 10:35 a.m.
7 Agreed?	7 Q. (By Mr. Verhoeven) Did you have any
8 MS. DUNN: I will agree to that.	8 conversation during this break about your testimony
9 So the witness has already testified --	9 with Counsel?
10 MR. VERHOEVEN: Do you want this on the 10:21:29	10 A. I did not. 10:36:10
11 record or not?	11 Q. What about the last break?
12 MS. DUNN: Yes, this is on the record.	12 A. No.
13 Are we on the record?	13 Q. Okay.
14 THE VIDEOGRAPHER: We are on the record.	14 A. I watched YouTube videos.
15 MS. DUNN: The witness has -- 10:21:37	15 Q. So when you learned this story about 10:36:33
16 MR. VERHOEVEN: Note this.	16 Mr. Levandowski taking the Google documents
17 THE VIDEOGRAPHER: You want --	17 allegedly for use in connection with his bonus, you
18 MR. VERHOEVEN: I just want you to note	18 didn't fire him as a result of that immediately,
19 when this started.	19 right?
20 THE VIDEOGRAPHER: Thank you. 10:21:43	20 MS. DUNN: Form. 10:36:59
21 Continue.	21 MR. CHATTERJEE: Form.
22 MS. DUNN: The witness has already	22 THE DEPONENT: That is correct.
23 testified that this was an evening with not just	23 Q. (By Mr. Verhoeven) You knew, generally,
24 one meeting in it, and that there were people in	24 what areas he was working on at Google, right?
25 and out. And so we -- his testimony just now is 10:21:51	25 A. Yes. 10:37:16
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1 about a conversation that he had with 10:21:57	1 Q. And you knew that he was working on those 10:37:17
2 Mr. Levandowski.	2 same areas at Uber, right?
3 And it remains unestablished who also was	3 MS. DUNN: Form.
4 in the room during that conversation. And Counsel	4 MR. CHATTERJEE: Form.
5 is asking him about other conversations that he had 10:22:08	5 THE DEPONENT: I would disagree with 10:37:25
6 that he's testified to.	6 that. It's just -- the kind of work that he was
7 So we -- the conversation that	7 doing at Uber was different.
8 Mr. Kalanick has just testified to where	8 Q. (By Mr. Verhoeven) How so?
9 Mr. Levandowski explained to him the reason for the	9 A. Because he was overseeing a really large
10 downloading is not a privileged conversation. 10:22:26	10 division, like several hundred to even maybe a 10:37:36
11 There were other conversations in that	11 thousand people and overseeing large parts, like --
12 same night that are privileged. And so we are	12 a vast majority of which was not related to what he
13 waiving no privileges, but we maintain the	13 was doing before.
14 privilege over the conversations that were	14 Q. He was overseeing all of your AV research
15 privileged. 10:22:39	15 and development? 10:37:51
16 And the conversation that Mr. Kalanick	16 A. Correct.
17 has just testified to is not privileged.	17 Q. And his work when he was at Google
18 MR. VERHOEVEN: I obviously disagree with	18 concerned AV, right?
19 virtually everything you just said.	19 A. My understanding was, his work was very
20 MS. DUNN: I assumed you would. 10:22:52	20 focused on the hardware and sensor side of things 10:38:02
21 MR. VERHOEVEN: The record -- record will	21 at his previous employer, yeah.
22 speak for itself.	22 Q. In the AV area?
23 MS. DUNN: Well, I'm sure we'll do more	23 A. Correct, yes.
24 speaking on this topic.	24 Q. Okay. And you -- your understanding was
25 THE VIDEOGRAPHER: Going off the record. 10:24:47	25 focused on the -- I am sorry, the hardware and 10:38:16
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1 software of what?	10:38:18	1 generally, he didn't. He didn't have very much 2 input into those things from the beginning.	10:40:09
2 A. Sorry, the hardware and sensors.		3 Q. (By Mr. Verhoeven) Did you take steps 4 to -- you personally -- take any steps to ascertain 5 whether he did or didn't?	10:40:23
3 Q. Okay.		6 A. I mean, I had members of my team 7 obviously look into that and, overall, just conduct 8 an investigation about how did we build our 9 lidar -- sort of our ongoing lidar sensor.	
4 A. That's my understanding of where he was 5 focused on.	10:38:23	10 Q. And --	10:40:42
6 Q. The lidar sensors?		11 A. It was part of this litigation, of 12 course. There was a huge effort: discovery, 13 otherwise. You know, you -- I think there were 14 situations where Waymo's people could go into our 15 offices and inspect and, like, look at servers and	10:40:57
7 A. Yes.		16 things like this.	
8 Q. Okay. Now, when you learned this, I will 9 just call it the "new theory." You know what I'm 10 talking about when I say that?	10:38:34	17 Yeah, so I -- I feel like we had a pretty 18 broad effort to make sure that we had built our 19 lidar system from the ground up. And I continue to 20 be very confident that we did.	10:41:15
11 MS. DUNN: Objection. Form.		21 Q. So I'm asking you, though, not -- not the 22 whole organization.	
12 Q. (By Mr. Verhoeven) Or I'll use whatever 13 catch phrase you'd like to use so I don't have to 14 repeat it.		23 A. I mean, look, I -- I oversee a lot more 24 than just -- I mean, this is one very small part of	
15 You learned his bonus story?	10:38:40	25 the overall thing.	10:41:27
16 A. The bonus explanation.			Page 112
17 MS. DUNN: Objection to form.			
18 THE DEONENT: The bonus explanation.			
19 Q. (By Mr. Verhoeven) The bonus 20 explanation. That's better.	10:38:45		
21 A. Okay.			
22 Q. When you learned the bonus explanation, 23 you didn't -- you don't recall telling him to -- 24 strike that -- withdraw that.			
25 When you learned the bonus explanation,	10:39:00		
	Page 110		
1 did -- to your knowledge, did you or anyone else 2 attempt to determine what the content of those 3 documents that he talked about were?	10:39:02	1 Q. I am not trying to suggest you should 2 know. I'm just trying to understand what you do 3 know.	10:41:28
4 MS. DUNN: Form.		4 A. Yeah. So I depend on my people to do 5 those things.	10:41:35
5 MR. CHATTERJEE: Form.	10:39:13	6 Q. Right.	
6 THE DEONENT: The -- the general 7 understanding I had coming out of that discussion 8 was that he did not possess any of these files.		7 So did you talk to anyone who wasn't an 8 attorney about this investigation? Did you 9 instruct anyone, or was it all through the	
9 Q. (By Mr. Verhoeven) Regardless of whether 10 he possessed them or not, do you recall whether you	10:39:26	10 attorneys?	10:41:44
11 or Uber attempted to learn what the subject matter 12 of the information contained in those documents 13 was?		11 A. It was all through the attorneys.	
14 MS. DUNN: Form.		12 Q. And did you -- when you talk about the 13 inspections there, did you know that those 14 inspections were Court ordered?	
15 THE DEONENT: No.	10:39:37	15 A. The inspections where Waymo people came 16 to Uber's offices?	10:41:57
16 Q. (By Mr. Verhoeven) Okay. Given that you 17 knew he worked on lidar, the hardware and sensors, 18 at -- whether it was at Google --		17 Q. Yes.	
19 A. No.		18 A. Yes.	
20 Q. -- why didn't you make sure that he 21 didn't have any input at this point in time at Uber 22 with regard to those same technological areas?	10:39:53	19 Q. Okay. What was your understanding of the 20 order?	10:42:04
23 MS. DUNN: Form.		21 A. I mean, I don't have an overall 22 understanding of the order. I mean, I know that --	
24 MR. CHATTERJEE: Form.		23 I know certain parts of it, but I don't -- I don't 24 know the details of it.	
25 THE DEONENT: I mean, I -- my belief is,	10:40:09	25 Q. How did you learn about the inspections?	10:42:16
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<p>1 A. I think attorneys told me about it. 10:42:20 2 Q. How did you learn about the searches on 3 the servers? 4 MS. DUNN: I will instruct the witness 5 not to answer on the basis of privilege things that 10:42:28 6 he learned solely from attorneys. 7 Q. (By Mr. Verhoeven) So is it all solely 8 through attorneys? 9 A. Correct. 10 Q. Do you personally remember trying to make 10:42:45 11 it -- you, not the company and not the attorneys, 12 just you. 13 A. Yeah. 14 Q. And -- and I'm not saying you should 15 have. I'm just asking -- I'm just trying to figure 10:42:54 16 out what you did. 17 A. Okay. 18 Q. After you heard the bonus explanation, 19 did you personally take any steps to ensure that 20 the -- that those documents and the information 10:43:08 21 contained therein weren't -- weren't used at Uber? 22 A. So I personally only interacted with 23 various other attorneys to make sure that -- to 24 verify, I would say, first, ask the question: Did 25 those files come across or not? 10:43:37</p>	<p>1 A. I was holding on to the prospect of him 10:45:06 2 cooperating with the company on its investigation. 3 I felt -- you know, I -- I -- I felt like it was 4 possible that he would testify. 5 Q. But at that time, you were being -- 10:45:34 6 A. Yeah. 7 Q. -- informed that he would not, correct? 8 A. Yeah. (Deponent nods head.) 9 Q. He reported directly to you, 10 Mr. Levandowski, correct? 10:45:41 11 A. Correct. 12 Q. At some point, you learned that he had 13 taken the Fifth Amendment in court? 14 A. Yeah. 15 Q. Do you remember when that was? 10:45:51 16 A. It was, you know, right around the time 17 he did. 18 Q. Shortly after the meeting? 19 A. Yeah. 20 Q. Okay. Did you have any conversation with 10:45:59 21 Mr. Levandowski after that point about him taking 22 the Fifth? 23 MS. DUNN: Form. 24 THE DEPONENT: Only -- if -- if at all, 25 it was with attorneys in the room. 10:46:12</p>
<p>Page 114</p> <p>1 And verify if -- if we -- all the 10:43:40 2 information we got is that they hadn't, let's 3 verify that. Let's make sure. And prior to the 4 bonus explanation or pleading the Fifth, we had 5 already done a huge amount of work to verify that 10:43:55 6 that was the case. 7 Q. So I think my question was directed to 8 you and what you did and -- 9 A. And -- 10 Q. Let me just ask the question. 10:44:15 11 So after you learned the bonus 12 explanation, did you personally do anything in 13 addition to what your attorneys were doing as a 14 result of that? 15 MR. CHATTERJEE: Form. 10:44:31 16 MS. DUNN: Form. 17 THE DEPONENT: I am trying to remember 18 anything specifically. I don't know if anything 19 specific comes to mind on that front, simply 20 because there was already such a very serious and 10:44:43 21 broad and -- just effort with huge resources put to 22 it to -- to -- along those lines. 23 Q. (By Mr. Verhoeven) Once you learned from 24 Mr. Levandowski himself about the bonus 25 explanation, why didn't you fire him? 10:45:00</p>	<p>Page 116</p> <p>1 Q. (By Mr. Verhoeven) Okay. Do you 10:46:14 2 remember any conversation you had with 3 Mr. Levandowski about his taking the Fifth other 4 than what you've already testified to? 5 A. Other than attorneys being in the room, 10:46:25 6 no. 7 Q. So after he took the Fifth, you don't 8 remember -- going forward in time -- having any 9 conversations with him about him taking the Fifth 10 or taking any documents? 10:46:35 11 MS. DUNN: Objection to form. 12 THE DEPONENT: I don't remember. I don't 13 remember any specific conversation to that -- in -- 14 in that regard. 15 Q. (By Mr. Verhoeven) How about generally? 10:46:43 16 A. Again, like, there may have been -- there 17 may have been something with an attorney in the 18 room, but not outside. 19 Q. Once you learned that he had taken the 20 Fifth in open court, at that point, why didn't you 10:46:56 21 fire him? I mean, you said before -- 22 A. Yeah. 23 Q. -- you hoped he wouldn't, but then he 24 did. 25 So at that point, why didn't you fire 10:47:07</p>

1 him?	10:47:09	1 Mr. Levandowski in the presence of his counsel. 10:49:34
2 MS. DUNN: Form.		2 THE DEPONENT: I probably can't answer
3 THE DEPONENT: You know, I just -- I felt		3 that question. I cannot answer that question.
4 that he had done something that was F'ing stupid.		4 Q. (By Mr. Verhoeven) Did he -- let me ask
5 I -- I didn't feel like he had stolen anything. I 10:47:26		5 you this without disclosing what he said. 10:49:42
6 knew that it hadn't gotten over to Uber.		6 Did he say -- did he say something to you
7 I felt a little bullied by Google		7 about that?
8 generally with how the initial complaint was and		8 MS. DUNN: Same --
9 where it -- where the facts actually were. You		9 Q. (By Mr. Verhoeven) Yes or no?
10 know, if I were to do it over again, I probably 10:47:47		10 MS. DUNN: -- instruction to the witness. 10:49:53
11 would have immediately. It took a little more		11 THE DEPONENT: I can't speak to this
12 time, but I eventually got there.		12 because of the -- his -- his counsel being in the
13 Q. (By Mr. Verhoeven) You say you felt he		13 room for this part of the discussion.
14 didn't do anything, but you didn't know that		14 MR. VERHOEVEN: Will you let him answer
15 because he was taking the Fifth Amendment, correct? 10:48:01		15 yes or no whether Mr. Levandowski spoke to him at 10:50:04
16 MS. DUNN: Form.		16 that meeting about this subject?
17 THE DEPONENT: I believe -- I believe		17 MS. DUNN: Since you asked --
18 then, and continue to believe, the explanation that		18 MR. VERHOEVEN: You can just tell me, yes
19 I got on that evening.		19 or no.
20 Q. (By Mr. Verhoeven) So why did he take 10:48:16		20 MS. DUNN: He's -- well, the problem -- 10:50:15
21 the Fifth, given that explanation?		21 MR. VERHOEVEN: I don't want a speech.
22 MR. CHATTERJEE: Form.		22 MS. DUNN: I understand you don't want a
23 MS. DUNN: Form.		23 speech.
24 THE DEPONENT: This is what -- this was a		24 MR. VERHOEVEN: I withdraw the question.
25 big part of what that discussion was about. I -- I 10:48:23		25 MS. DUNN: Well -- 10:50:20
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1 personally don't believe he should have. 10:48:25		1 MR. VERHOEVEN: I withdraw the question. 10:50:20
2 Q. (By Mr. Verhoeven) What's your		2 If you want to answer yes or no, I don't want a
3 understanding of why he did it?		3 speech.
4 MS. DUNN: Form.		4 Q. (By Mr. Verhoeven) Let me just repeat
5 MR. CHATTERJEE: Join. 10:48:35		5 it, so the record is clear. 10:50:29
6 THE DEPONENT: My understanding --		6 I'm just asking you, yes or no, not what
7 MS. DUNN: Wait -- sorry.		7 was said or anything like that, and the question
8 Q. (By Mr. Verhoeven) You can answer the		8 is: Did Mr. Levandowski personally express to
9 question.		9 you -- did he say to you why he was concerned about
10 A. My understanding is that he got advice 10:48:40		10 being criminally prosecuted? 10:50:44
11 from his counsel to take -- to plead the Fifth.		11 MS. DUNN: Objection to form.
12 Q. And what -- for what reason?		12 MR. CHATTERJEE: Join.
13 MS. DUNN: I'm going to caution the		13 THE DEPONENT: Not -- probably not
14 witness not to answer anything that he knows solely		14 specifically the way you have put that question.
15 from meetings with Mr. Levandowski and his counsel. 10:48:58		15 There were -- 10:51:00
16 THE DEPONENT: I think in -- I guess what		16 Q. (By Mr. Verhoeven) Did he say it
17 I could say is, in an abundance of caution.		17 generally to you?
18 Q. (By Mr. Verhoeven) Did Mr. Levandowski		18 A. Say what generally? Like --
19 tell you he was concerned about being criminally		19 Q. What his concern was for why he's
20 prosecuted for what he did? 10:49:17		20 asserting the Fifth Amendment. 10:51:06
21 A. I think he expressed his lawyer's concern		21 A. I think his attorney spoke to that.
22 over that.		22 Q. Did -- so my question is: Did
23 Q. What did he say?		23 Mr. Levandowski --
24 MS. DUNN: I'm going to caution the		24 A. I don't --
25 witness not to answer anything he knows solely from 10:49:30		25 Q. -- say to you -- 10:51:18
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1 A. I don't recall him saying that. 10:51:20	1 repeat the question. 10:53:20
2 MS. DUNN: The witness was instructed not 10:51:20	2 Was there a recommendation made to fire 10:53:20
3 to answer anything that he knows based only on 10:51:20	3 Mr. Levandowski at that point in time?
4 conversations with Mr. Levandowski and 10:51:20	4 MS. DUNN: Same objection. You are 10:53:29
5 Mr. Levandowski's personal attorney in the room. 10:51:30	5 instructed not to answer if you can only answer 10:53:29
6 So if you --	6 based on what your conversations were with counsel.
7 Q. (By Mr. Verhoeven) Did you --	7 THE DEPONENT: I cannot answer that
8 MS. DUNN: You can ask about meetings	8 question.
9 that did not contain those people.	9 Q. (By Mr. Verhoeven) Was the
10 Q. (By Mr. Verhoeven) Did you ever have 10:51:40	10 recommendation that you referred to about removing 10:53:39
11 conversations about this bonus explanation without 10:51:40	11 him from LiDAR based on a conversation with
12 attorneys in the room?	12 attorneys?
13 A. No.	13 A. It was based on a bunch of conversations,
14 Q. What about his taking of the	14 some of which were with attorneys.
15 Fifth Amendment? Did you ever have any 10:51:49	15 Q. Okay. Which ones weren't with attorneys? 10:53:55
16 conversations with Mr. Levandowski about taking the	16 A. I can't remember specific --
17 Fifth Amendment without attorneys in the room?	17 specifically. Just knowing that that kind of
18 A. No.	18 conversation happened, sometimes with attorneys;
19 Q. There a came a time when the public was	19 sometimes without.
20 informed that Mr. Levandowski had been removed from 10:52:06	20 Q. Okay. What do you remember about the 10:54:07
21 working in -- on the area -- that was a bad	21 conversations without attorneys?
22 question. I withdraw it.	22 A. That having him work outside of the area
23 There came a time when the public was	23 of this specific technology, which was where the
24 informed that Mr. Levandowski was walled off from	24 complaint was mostly focused, was probably a good
25 working in the area of LiDAR technology at Uber? 10:52:21	25 idea. 10:54:35
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1 A. Yes. 10:52:26	1 Q. And what was your understanding of what 10:54:37
2 Q. Do you recall that?	2 was the reason for that conversation to occur at
3 A. Yes.	3 that time?
4 Q. Did you make that decision?	4 MS. DUNN: Form.
5 A. I was part of that decision, yes. 10:52:34	5 THE DEPONENT: I don't remember. I don't 10:54:45
6 Q. Did you make it? Were you the guy who	6 remember the specifics.
7 made the call?	7 Q. (By Mr. Verhoeven) Was there some event
8 A. I mean, I ultimately approved a	8 that occurred that resulted in this conversation?
9 recommendation, yes.	9 MS. DUNN: Form.
10 Q. Okay. So you could -- you were the guy 10:52:41	10 THE DEPONENT: This was before the 10:54:58
11 who could have disapproved or approved; you were	11 preliminary injunction order?
12 the ultimate decision-maker, correct?	12 Q. (By Mr. Verhoeven) Yes, it was before
13 A. I approved the recommendation that was	13 the preliminary injunction.
14 made to me.	14 A. So it's just -- look, I mean, there's not
15 Q. Okay. And what was the recommendation? 10:52:51	15 a lot of days between the complaint and the PI 10:55:08
16 A. That he not work on LiDAR-related	16 order. It wasn't a long period of time. So I
17 activities.	17 think we are learning as we go, and we are trying
18 Q. Was there a recommendation that he be	18 to figure out what is the right thing to do, given
19 fired at that point in time?	19 the facts we know and what we are learning as we
20 A. I think there was a -- 10:53:06	20 go. 10:55:25
21 MS. DUNN: Object on the basis of	21 Q. Okay. I understand that. But I am just
22 privilege. The witness is instructed not to answer	22 trying to probe your recollection of conversations.
23 based on information he only knows from	23 And you've testified that you had some
24 conversations with attorneys.	24 conversations about removing from Mr. Levandowski
25 Q. (By Mr. Verhoeven) Was a -- I will 10:53:19	25 from his work on LiDAR that were with others that 10:55:36
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1 were -- where attorneys weren't present, correct? 10:55:40	1 A. I'm -- I'm fairly certain I answered this 10:58:04
2 A. Yeah, and I don't remember the specifics, 10:55:53	2 one.
3 like specific conversations, but know that it was a 10:55:53	3 Q. Well, can you humor me. I am sorry. I
4 general topic of conversation amongst people, some 10:55:53	4 don't remember it.
5 of which were attorneys; some weren't. 10:55:53	5 A. Okay. Well, your memory is a little 10:58:11
6 Q. Which ones did you discuss it where 10:56:02	6 short-term.
7 they -- who -- another bad question. Sorry. 10:56:02	7 Q. It is, indeed.
8 A. That's okay.	8 A. Okay. There's a few things we -- we -- I
9 Q. What conversations on this subject do you 10:56:02	9 was still hopeful that he would testify. I was
10 recall with non-attorneys? 10:56:02	10 still hopeful that he would make a declaration. 10:58:39
11 A. I don't recall specifically which 10:56:19	11 And given what we knew at this point, and
12 conversations. I just know that it was a general 10:56:19	12 given what seemed to be a desire from him to do so,
13 topic of conversation because of all the press and 10:56:19	13 we may have been maybe unrealistically hopeful, but
14 everything that was going on. 10:56:19	14 what we felt at that time, it felt like he would.
15 Q. Do you recall with whom you had these 10:56:19	15 And so we were trying to get to get him 10:59:02
16 conversations that were general? 10:56:19	16 to cooperate with the Court and try to get him to
17 A. Not specifically.	17 cooperate with our own internal investigation, as
18 Q. Do you remember any specific nonlawyer -- 10:56:32	18 well.
19 withdraw the question.	19 And looking back, maybe -- you know,
20 Do you remember any nonlawyer that you 10:56:32	20 maybe we were too hopeful. But that's -- that's 10:59:14
21 had such a conversation with? 10:56:32	21 where we ended up.
22 A. No.	22 Q. Okay. You did answer that, but I think I
23 Q. Who made you the recommendation to remove 10:56:32	23 it was when I asked in point in time with the
24 Mr. Levandowski from LiDAR? 10:56:32	24 Fifth Amendment.
25 MS. DUNN: Object on the basis of 10:56:54	25 So this question was specifically to you 10:59:25
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1 privilege, and the witness is instructed not to 10:56:54	1 at the point in time when the recommendation -- 10:59:28
2 answer if it's only something he can answer based 10:56:54	2 A. Yeah.
3 on communications with counsel. 10:56:54	3 Q. -- was made about LiDAR.
4 THE DEPONENT: I can't answer that 10:57:01	4 A. Oh.
5 question. 10:57:01	5 Q. And the answer is the same? 10:59:36
6 Q. (By Mr. Verhoeven) So your lawyers made 10:57:01	6 At the point in time --
7 the recommendation? 10:57:01	7 A. Yeah, these -- well, there wasn't that
8 A. I cannot speak to that question.	8 much time between taking him off of LiDAR and when
9 Q. Do you have an understanding as to why 10:57:26	9 we ultimately made the decision to terminate him.
10 the recommendation was made? 10:57:26	10 There was not many days between that, between those 10:59:49
11 MS. DUNN: Same instruction.	11 two.
12 THE DEPONENT: I can't answer that 10:57:26	12 Q. Okay. But just for the record -- I don't
13 question.	13 know what that means. You have to tell me. So
14 Q. (By Mr. Verhoeven) Were there any other 10:57:40	14 just for the record, the point in time I'm talking
15 recommendations made? 10:57:40	15 about is the point in time in which -- 11:00:03
16 MS. DUNN: Same objection and 10:57:40	16 A. Yeah.
17 instruction.	17 Q. -- you approved the recommendation to
18 MR. VERHOEVEN: On the basis of 10:57:40	18 remove him from LiDAR --
19 privilege?	19 A. Yeah.
20 MS. DUNN: Yes. 10:57:47	20 Q. -- before the preliminary injunction 11:00:11
21 Q. (By Mr. Verhoeven) So why didn't you 10:57:47	21 issued.
22 fire Mr. Levandowski at that point in time -- 10:57:47	22 Are you with me there?
23 MS. DUNN: Objection to form.	23 A. Yeah.
24 Q. (By Mr. Verhoeven) -- when this 10:58:03	24 Q. And my question was at that point in
25 recommendation was made? 10:58:03	25 time. 11:00:18
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1 A. Yeah. 11:00:18	1 So there's a letter we sent him after the 11:02:31
2 Q. Would you have the same answer? 11:00:24	2 preliminary injunction letting him know that he
3 A. Same answer. Yes, yes. Yeah.	3 must -- he's got to cooperate with the Court. And
4 Q. You were still hopeful --	4 then there was a letter two weeks -- something like
5 A. Yeah. 11:00:26	5 that, something around two weeks -- prior to his 11:02:45
6 Q. -- that --	6 formal termination that told him that we were going
7 A. Yeah.	7 to terminate him.
8 Q. What you said before?	8 Q. Okay.
9 A. Yeah.	9 A. Yeah, something like that, yeah.
10 Q. Okay. How did you become aware that a 11:00:26	10 Q. So did the lawyers inform him, to the 11:03:00
11 preliminary injunction had issued in this case?	11 best of your recollection?
12 A. I --	12 A. I am not sure who informed him.
13 MS. DUNN: Just instruct the witness not	13 Q. Okay. Did you have any discussions with
14 to answer things that he only knows based on	14 him personally about it?
15 communications with counsel. 11:00:46	15 A. No. 11:03:10
16 MR. VERHOEVEN: From counsel? Yeah.	16 Q. Have you had any discussions with
17 Q. (By Mr. Verhoeven) Okay. Why didn't you	17 Mr. Levandowski since that time?
18 fire Mr. Levandowski upon issuance of the	18 A. About termination or --
19 preliminary injunction?	19 Q. About anything.
20 A. I think there were -- there was a 11:01:10	20 A. He sent one note to me after my mother 11:03:20
21 decision pretty shortly after that to do so.	21 passed away.
22 Q. Do you recall any events between the	22 Q. Other than that?
23 preliminary injunction -- that's a bad question.	23 A. And sent a brief note after I resigned.
24 There's a period of time that -- there	24 And they were very short.
25 was a date when the preliminary injunction 11:01:26	25 Q. Okay. Was the board of directors in any 11:03:34
	Page 130 Page 132
1 issued -- 11:01:27	1 way involved in decision to fire Mr. Levandowski? 11:03:38
2 A. Yeah.	2 A. They -- they -- they definitely made
3 Q. -- and there's a date -- and I can give	3 their -- different board members had different
4 you the dates if you want -- when at least it was	4 opinions on this, but they definitely made their
5 announced that Mr. Levandowski had been fired? 11:01:35	5 opinions known to me. 11:03:54
6 A. Yeah.	6 Q. Okay. When was the first time you recall
7 Q. And my question is: Do you recall any	7 that someone from the board contacted you and made
8 discussions that you were in, in that time period,	8 their opinions known to you?
9 about whether or not he should be fired?	9 MS. DUNN: Form.
10 A. Those discussions all had counsel. 11:01:49	10 MR. CHATTERJEE: Join. 11:04:07
11 Q. Okay. Did you have any discussions with	11 THE DEPONENT: I can't remember, for
12 Mr. Levandowski on those subjects during that time	12 sure, like the first. Certainly, probably the
13 period?	13 first time I heard was before the PI -- or the
14 A. I did not.	14 first time I remember like a very -- like a very
15 Q. When the decision was -- who made the 11:01:59	15 clear conversation about this. 11:04:26
16 decision to fire Mr. Levandowski?	16 But it doesn't mean it didn't happen
17 A. I ultimately did.	17 earlier. I just can't remember one before that.
18 Q. Okay. Did you personally tell him?	18 Q. (By Mr. Verhoeven) I think I need to
19 A. I did not.	19 clear the record.
20 Q. Okay. How was he informed? 11:02:10	20 A. Yeah. 11:04:37
21 A. I mean, there was a series of letters. I	21 Q. Do you remember any conversation with the
22 think there was a letter after the preliminary	22 board member about this case before the PI?
23 injunction. There was then also a --	23 A. Yes. But we also had an attorney in the
24 Q. Sorry.	24 room.
25 A. No, it's okay. 11:02:30	25 Q. Okay. Was there anytime when someone 11:04:48
	Page 131 Page 133

1 from the board called you and expressed their 2 opinions on this case or made some suggestions or 3 asked for any information? 4 A. I am trying to remember. I don't 5 remember a specific phone call on this topic. 6 Q. There were -- but there were meetings, at 7 least one meeting -- 8 A. Yeah. 9 Q. -- with someone on the board prior to the 10 issuance of the preliminary injunction, that you 11 can recall? 12 MS. DUNN: The witness is instructed to 13 answer only to the extent that these weren't 14 conversations -- privileged conversations with 15 attorneys. 16 MR. VERHOEVEN: I'm only asking you 17 whether or not there was such a meeting. 18 THE DEPONENT: I mean, we have regular 19 board meetings. 20 Q. (By Mr. Verhoeven) So it was discussed 21 during regular board meetings? 22 A. I can't say. 23 Q. Because of the attorney-client privilege? 24 A. Correct. Correct. 25 Q. Okay. Was it ever discussed with any	11:04:50 11:05:05 11:05:16 11:05:24 11:05:33 11:05:42 Page 134	1 THE DEPONENT: Go. 2 MS. DUNN: The witness is instructed not 3 to speak about the content of those meetings. 4 Q. (By Mr. Verhoeven) I am sorry. What 5 were you going to say, "or what"? 6 A. I was going to say something my attorney 7 wasn't going to let me say. 8 Q. Okay. Let's switch subjects. 9 At some point, you and Mr. Levandowski 10 had a conversation about him leaving Google and 11 coming over to your team, right? 12 A. Correct. 13 Q. When was the first time that subject came 14 up that you can recall? 15 A. I mean, I can't remember a specific 16 conversation; but, generally, late December, early 17 January is when some kind of conversations were 18 happening. And they didn't start there, but they 19 eventually got to a place where, like, maybe you 20 should come to Uber. 21 Q. When did they start? 22 A. My conversations -- my conversations with 23 Anthony started late December timeframe. 24 Q. Of which year? 25 A. Sorry. '15.	11:07:01 11:07:06 11:07:31 11:07:49 11:08:09 11:08:24 Page 136
1 board member outside of the regular meetings? 2 A. I can't remember any specific 3 conversation. I don't know for sure. I can't say 4 for sure it didn't, but I don't -- I can't recall a 5 specific conversation. 6 Q. Okay. What was the nature of the board's 7 involvement in the decision to fire 8 Mr. Levandowski? 9 MS. DUNN: Same instruction to the 10 witness. 11 THE DEPONENT: I can't answer. 12 Q. (By Mr. Verhoeven) So was there -- I 13 think you said they made their opinions known 14 earlier -- 15 A. Yeah. 16 Q. -- in connection with the firing issue, 17 right? 18 A. Yes. 19 Q. Okay. So you are testifying that that 20 was in a meeting with counsel that they made their 21 opinions known? 22 A. Yes. 23 Q. Okay. 24 A. Or sometimes -- 25 MS. DUNN: I don't --	11:05:45 11:06:00 11:06:32 11:06:43 11:06:49 11:06:59 Page 135	1 Q. Okay. Can you describe to me, generally, 11:08:26 2 the circumstances of -- of that discussion in 3 December of 2015? 4 A. So, I mean, late December 2015, I started 5 getting brought into conversations that various 11:08:52 6 other members of my team were having with him, and 7 I don't know if other members of his team. And I 8 would get brought into those meetings on occasion 9 by late December. 10 Q. Did Uber approach Mr. Levandowski on this 11:09:09 11 subject? 12 A. I am not sure. I am not sure how the 13 conversation started. 14 Q. And you are not sure whether Levandowski 15 approached Uber or Uber approached Levandowski? 16 A. Yeah, I don't know. 17 Q. You weren't personally recruiting him? 18 A. Not when we started talking to him, no. 19 Q. Okay. Who were these other people 20 that -- that brought you into the conversation? 21 A. So there was Jeff Holden, 22 Brian McClendon. There may have been others. I 23 can't remember. 24 Q. What did they say about it to you once 25 they brought you in?	11:08:26 11:08:52 11:09:09 11:09:20 11:09:34 11:09:56 Page 137

1 A. This is something who is a great talent 11:09:57	1 A. Yeah. 11:12:20
2 in the autonomy space. We are having conversations 2	2 Q. And did you subsequently meet him?
3 with him. We are not sure where we are going to 3	3 A. Yeah.
4 end up, but you may want to meet him. 4	4 Q. And can you just describe, generally, the
5 Q. Did you know him before that 11:10:10	5 circumstances of that meeting? 11:12:26
6 December 2015 timeframe? 6	6 A. I -- I don't specifically remember that
7 A. No. 7 meeting and the nature of it. So I don't know much	8 about it.
8 Q. Okay. At that point in time, just so we 8	9 Q. Was it one-on-one?
9 have a record on this, what was the state of Uber's 9	10 A. No. 11:12:40
10 research and development in the AV -- in the AV 11:10:28	11 Q. So it was a group of people?
11 area? 11	12 A. Yeah.
12 A. I think we got started sort of in the 12	13 Q. Do you remember who -- who from Uber was
13 late 2014, early 2015 timeframe. We had a growing 13	14 at that meeting?
14 team in Pittsburgh. 14	15 A. I don't remember specifically, but 11:12:49
15 Q. So at this point in time, you had a team 15:45	16 there -- you know, there are various folks who were
16 in Pittsburgh? 16	17 part of that discussion and sort of intro'ing me.
17 A. Yeah, a fairly large team by that point, 17	18 I don't know if they were at that first meeting or
18 I think. 18	19 not, like who was at that first meeting.
19 Q. Okay. I understand there was a lot of 19	20 But, again, you know, Brian McClendon and 11:13:06
20 hires out of Carnegie Mellon? 11:10:55	21 Jeff Holden come to mind. There may have been
21 A. Yeah. 21	22 businesspeople in that meeting, too. I just -- I
22 Q. Had those hires started at that point in 22	23 just can't remember.
23 time, or -- 23	24 Q. It's fair to say that you and
24 A. Yeah. 24	25 Mr. Levandowski have had a lot of one-on-one 11:13:15
25 Q. Okay. So there -- there was a team of 11:11:02	Page 140
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1 Carnegie Mellon people already working in 11:11:03	1 conversations prior to him leaving Google about him 11:13:19
2 Pittsburgh at that time? 2	2 possibly joining you?
3 A. Yeah, it was -- it was a mix of folks who 3	3 MS. DUNN: Form.
4 had worked for, like, a military contractor, or 4	4 THE DEPONENT: I don't know if that's
5 some folks from CMU, some folks from -- from a lab. 11:11:14	5 fair to say. 11:13:28
6 But they had been working for a year at that point, 6	6 Q. (By Mr. Verhoeven) Okay. Have you had
7 close to it. 7	7 any? Did you have any?
8 Q. Was there any member of the Pittsburgh 8	8 A. Prior to him leaving? Maybe. Maybe. I
9 team that was also in that group that brought you 9	9 don't know for sure.
10 in the first time about Mr. Levandowski? 11:11:30	10 Q. You don't remember having one-on-one 11:13:37
11 A. I don't know for sure. There may have 11 conversations with him before he decided to leave?	
12 been. I don't know. 12	12 A. Like, I am trying to place, like, the --
13 Q. You can't think of one, though? 13	13 the -- like when, generally, he left and when,
14 A. I -- I don't know who was specifically in 14	14 generally, we started spending more time together.
15 the meeting when I first met him. 11:11:45	15 And my -- my general recollection is that 11:13:52
16 Q. Okay. Did -- did the folks that you 16	16 the time -- when we started spending more and more
17 brought in explain why they thought it would be a 17	17 time was as we were, like, really starting to work
18 good move to hire Mr. Levandowski? 18	18 on getting the deal done.
19 MS. DUNN: Form. 19	19 So, for me, that feels like February and
20 THE DEPONENT: I think when we first 11:12:06	20 March is when we started spending more time 11:14:13
21 started discussions, it wasn't clear, like, were we 21 together, and really even past that is when I think	
22 going to hire him, or were we going to partner, 22 it got -- is, you know, when we really started	
23 what -- what -- what we were going to do. 23 spending time. But in the early days, I was	
24 Q. (By Mr. Verhoeven) Okay. But they 24 brought into meetings that existed.	
25 suggested you meet him? 11:12:19	25 Q. Okay. So who was driving the train 11:14:36
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1 during that early time? 11:14:38	1 were being had, the kinds of meetings we were 11:16:47
2 A. It was -- in the early time, it was	2 having. But a specific one, not really.
3 mostly -- I think it was our deal team, probably	3 Q. Outside of attending meetings, do you
4 mostly Cameron.	4 recall any conversations you had had with
5 Q. Okay. 11:14:45	5 Mr. Levandowski prior to his leaving Google? 11:16:58
6 A. And he may have had one or two other	6 A. I don't have a recollection of a specific
7 people with him. And Jeff Holden.	7 conversation or specific meeting.
8 Q. Okay.	8 Q. Did you have conversations with him prior
9 A. And -- yeah.	9 to him leaving -- let me finish the question.
10 Q. And then they would bring you in 11:14:52	10 A. Yeah. 11:17:12
11 occasionally to give you updates?	11 Q. Did you have conversations with him prior
12 A. Give me updates or get me involved in a	12 to him leaving Google outside of the meetings?
13 discussion, yeah.	13 MS. DUNN: Form.
14 Q. Did you have any input -- assuming you	14 THE DEPONENT: I can't say for sure.
15 had input at some point. When is the first time	15 Q. (By Mr. Verhoeven) You are not sure 11:17:25
16 you remember having -- instead of just hearing	16 about that?
17 status reports and -- and talking to people, when	17 A. I am not sure. Not sure. You know, I
18 is the first time that you remember providing input	18 guess what I would say is, in the early days, it
19 yourself on whether this would be a good move or	19 was -- it was meetings that I was joining, for the
20 not? 11:15:20	20 most part. I am not sure if there was -- I can't 11:17:47
21 MS. DUNN: Form.	21 remember, specifically, meetings beyond that.
22 THE DEPONENT: Well, it is like it wasn't	22 Q. Why did Uber hire Stroz or Stroz to do an
23 clear what move. But if you have ever been in a	23 investigation of Mr. Levandowski?
24 meeting with me, which you have not, I am going to	24 MS. DUNN: I will caution the witness not
25 provide input all the time, so... 11:15:32	25 to answer things he only knows from communications 11:18:09
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1 Q. (By Mr. Verhoeven) Okay. Do you 11:15:36	1 with his lawyers, with the company's lawyers. 11:18:12
2 remember what your initial input was, generally?	2 THE DEPONENT: I can't answer that.
3 A. No, it was probably just sort of opinions	3 Q. (By Mr. Verhoeven) Were you involved in
4 on different options and probably just exploratory.	4 any way in the decision to hire forensic -- an
5 I don't know if I had a strong -- like, a strong 11:15:48	5 independent forensic firm to do an investigation of 11:18:24
6 opinion one way or the other in early meetings.	6 certain diligence to employees in connection with
7 Q. Did there come a time when you started to	7 the transaction that you did with Ottomotto?
8 have an opinion that was more formed?	8 A. No.
9 A. Probably.	9 Q. Were you aware of it?
10 Q. Yeah. Do you remember, roughly, when 11:16:04	10 A. Yes. 11:18:43
11 that was?	11 Q. When was the first time you became aware
12 A. For me, it feels like teams	12 of it?
13 early/mid-January.	13 A. I am not sure the -- the first time, but
14 Q. Of what year?	14 it feels like the March timeframe, march 2016.
15 A. 2016. 11:16:14	15 Q. And how did you become aware of it? 11:18:57
16 Q. Okay. Do you remember if it was before	16 A. Probably with a conversation with an
17 or after Mr. Levandowski left Google?	17 attorney.
18 A. Well, if it was early/mid-January, I	18 Q. Okay. What was your understanding of the
19 mean, that -- it's possible it was when he was	19 reason why it was being done?
20 still at Google. 11:16:30	20 MS. DUNN: I will caution the witness not 11:19:09
21 Q. Do you remember any conversations that	21 to answer to the extent he only knows this based on
22 you had personally with Mr. Levandowski before he	22 conversations with attorneys for the company.
23 left Google?	23 THE DEPONENT: She's answered for me.
24 A. I mean, I just have a general	24 Q. (By Mr. Verhoeven) So you -- you can't
25 recollection of the kinds of conversations that 11:16:44	25 answer -- it was all -- your understanding is 11:19:22
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1 completely from attorneys?	11:19:24	1 A. What Stroz investigation are you 2 referring to?	11:29:08
2 A. Well, state your -- restate your 3 question.		3 Q. I'm referring to -- remember, before the 4 break I asked you about the March time frame, we 5 talked about the March time frame --	11:29:18
4 Q. What was your understanding as to why 5 this investigation into these diligence employees 6 was being done?	11:19:29	6 A. Okay. Yeah.	
7 A. Oh. We were contemplating an M & A 8 transaction. M & A transactions often have 9 diligence.		7 Q. -- when there was a Stroz investigation?	
10 Q. Are you familiar with M & A transactions 11 being done where employees' devices are imaged and 12 analyzed by an independent third party?	11:19:46	8 A. Yes. You're speaking March 2016, 9 correct?	
13 MS. DUNN: Form.		10 Q. Starting at that point.	11:29:26
14 THE DEPONENT: Yes.		11 A. Yeah.	
15 Q. (By Mr. Verhoeven) Which transactions 16 are you aware of?	11:20:05	12 Q. But then the question is, did there come 13 a time after the start of that investigation --	
17 A. I mean, just usually complex transactions 18 and transactions that involve individuals that may 19 have worked at a competitor.		14 A. Yeah.	
20 Q. Can you name one that you know besides 21 this one?	11:20:19	15 Q. -- when you became aware -- let me ask a 16 more particular question.	11:29:31
22 A. I would have to think about it. Just -- 23 we haven't done a lot of M & A transactions at 24 Uber. And this is the only one with -- with a 25 group of individuals who had previously worked at a	11:20:37	17 Did you -- did you become aware of any 18 report or information provided by Stroz as a result 19 of them being retained in the March time frame?	
	Page 146	20 A. Those -- those -- the information that I 21 received along those lines was with company 22 counsel.	11:29:54
		23 Q. But you did receive some information?	
		24 A. I got maybe a couple of updates along the 25 way.	11:30:06
			Page 148
1 competitor.	11:20:40	1 Q. Okay. Do you remember when you received 2 the first update?	11:30:10
2 But just general chatter in 3 Silicon Valley in the industry, this is the kind of 4 thing -- so I can't specifically name a -- a 5 transaction, but it's one -- it's the kind of thing	11:20:50	3 A. I do not.	
6 you hear about generally.		4 Q. Was it before Uber entered into the terms 5 and conditions agreement?	11:30:17
7 Q. Do you remember hearing about it with any 8 specificity from anyone?		6 A. I think so.	
9 A. Not really.		7 Q. Okay. And what were you told?	
10 Q. Just -- so your basis for saying that is 11 just general chatter?	11:21:02	8 A. I can't -- I can't speak to that.	
12 A. Yeah.		9 Q. So you were told by attorneys?	
13 Q. Okay.		10 A. Yes.	11:30:32
14 A. Real quick, if I could go to the 15 bathroom, that would be good.	11:21:10	11 Q. You said there was another time, a couple 12 of times?	
16 MR. VERHOEVEN: Sure.		13 A. Yeah.	
17 THE DEPONENT: Thanks.		14 Q. What's the other time you remember?	
18 THE VIDEOGRAPHER: Going off the record.		15 A. I can't remember specific dates, but I	11:30:41
19 The time is 11:21.		16 remember there were a couple of times, maybe, where	
20 (Recess taken.)	11:21:48	17 I was updated on where we were in the process.	
21 THE VIDEOGRAPHER: We are back on the 22 record. The time is 11:28.		18 Q. When was the -- relative to the timeline,	
23 Q. (By Mr. Verhoeven) Did there come a time 24 when you became aware of any results from the Stroz 25 investigation?	11:29:02	19 when was the last time that you remember receiving 20 any report on this?	11:30:54
	Page 147	21 A. I mean, it was certainly before we signed 22 any deal, yeah.	
		23 Q. Was it before the put call agreement?	
		24 MR. CHATTERJEE: Form.	
		25 THE DEPONENT: What -- what do you mean?	11:31:08
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1 What... 11:31:08	1 MS. DUNN: The witness is instructed not 11:33:15 2 to answer based on communications with counsel. 3 But, generally, I want to make sure that 4 the witness understands that he can answer to the 5 extent he has an independent recollection. 11:33:21
2 Q. (By Mr. Verhoeven) There's an agreement 3 that you signed, I believe, that --	6 MR. VERHOEVEN: He's already testified 7 about that.
4 A. Okay.	8 Q. (By Mr. Verhoeven) Let me just say this 9 way. Including counsel and non-counsel, just yes
5 Q. -- allowed the parties to have options, a 11:31:13 6 put call.	10 or no, did you become aware of any documents 11:33:34 11 concerning -- that mentioned bad acts in connection 12 with this transaction?
7 MR. CHATTERJEE: Form.	13 A. I don't remember. I don't remember.
8 MS. DUNN: Form.	14 Q. Okay.
9 Q. (By Mr. Verhoeven) Are you familiar with 10 that agreement? 11:31:20	15 A. Yeah. 11:33:48
11 MR. CHATTERJEE: Same thing. Form.	16 Q. Did you -- did there come a time when --
12 THE DEPONENT: Are you talking --	17 this is the agreement I was talking about.
13 Q. (By Mr. Verhoeven) You want me to show 14 it to you?	18 Maybe I should -- should have called this 19 something else.
15 A. Okay. 11:31:26	20 MR. VERHOEVEN: Let's mark this as 11:34:04 21 Exhibit 365.
16 Q. Or unless you're familiar --	22 (Exhibit 365 was marked for 23 identification by the court reporter and is 24 attached hereto.)
17 A. Okay.	25 THE DEPONENT: Would you like me to read 11:34:15 Page 152
18 Q. -- unless you know it.	
19 A. Please show me. I want to make sure I 20 understand what you're saying. 11:31:34	
21 Q. Are you familiar with -- you don't 22 remember a put call agreement that was signed?	
23 A. I don't remember the term "put call," but 24 I just -- if you can show me, that would be 25 helpful. 11:31:54	
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1 Q. I will just show it, so there's no 11:32:03 2 ambiguity. I guess that's the safest thing to do.	1 this right now? 11:34:16
3 While they're looking for that, I will 4 keep asking you questions.	2 Q. (By Mr. Verhoeven) No.
5 A. Okay. 11:32:26	3 Does this refresh your recollection -- I
6 Q. Did you know that the Stroz investigation 7 was investigating, in part at least, the subject of 8 bad acts by the diligence employees?	4 think you signed it. You might as well check that.
9 MR. CHATTERJEE: Form.	5 MR. CHATTERJEE: Do you have another 11:34:26 6 copy, Charlie?
10 MS. DUNN: Form. 11:32:42	7 Q. (By Mr. Verhoeven) Is that your 8 signature?
11 THE DEPONENT: I don't know what you're 12 specifically referring to.	9 A. That is, yeah.
13 Q. (By Mr. Verhoeven) Do you remember 14 seeing any documents referring to bad acts 15 associated with this transaction? 11:32:57	10 Q. Does this refresh your recollection of -- 11:34:36
16 A. I do not.	11 A. Well, I mean it says, "Agreement and Plan
17 MR. CHATTERJEE: Same objection.	12 Merger."
18 Q. (By Mr. Verhoeven) Did you read any 19 agreements that talked about bad acts in connection 20 with this transaction? 11:33:03	13 Q. Okay. Let's call it that.
21 A. No.	14 A. Yeah.
22 MS. DUNN: Form.	15 Q. That's what I was referring to. 11:34:44
23 Q. (By Mr. Verhoeven) Did your counsel tell 24 you about bad acts associated with this 25 transaction? 11:33:14	16 A. Okay. I mean, I haven't -- I mean, I --
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	17 I have not read this document, but -- but certainly
	18 have -- you know, I see my signature on it, so yes.
	19 Q. Did you read it before you signed it?
	20 A. No. No. I was certainly briefed on it, 11:34:59
	21 though.
	22 Q. Did your briefing include anything about
	23 bad acts?
	24 A. I don't recall anything like that.
	25 Q. Did it include anything about a Stroz 11:35:11
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1 investigation? 11:35:14	1 of an indemnification agreement that indemnifies a 11:37:21
2 A. I was aware that -- I was aware that 2 person for intentional bad acts?	
3 Stroz was conducting -- that there was a diligence 3 MS. DUNN: Form.	
4 process underway and that we were looking into 4 THE DEPONENT: Well, I guess my	
5 content, devices, et cetera. 11:35:31 5 understanding is indemnification agreements 11:37:36	
6 Q. Was your brief -- I'm talking about your 6 generally indemnify people against things that they	
7 briefing -- 7 disclose.	
8 A. Yeah -- 8 And you don't need indemnification for	
9 Q. -- on this before you signed it? 9 things that -- like walking down the street,	
10 A. Yeah. 11:35:41 10 there's no indemnity for walking down the street. 11:37:49	
11 Q. Did that briefing discuss the 11 But it's really about what people	
12 investigation and the results of the investigation? 12 disclose and what they don't disclose. It's just	
13 A. You know, I'm just sort of -- I'm kept up 13 generally how indemnification agreements work.	
14 to date on a deal as it's coming along. So it's 14 Q. (By Mr. Verhoeven) Okay. Are you aware	
15 not like there's like a -- the final briefing, so 11:35:54 15 of any indemnification agreements -- well, let 11:38:00	
16 to speak, might be on the final areas of the deal 16 me -- let me back up.	
17 that were being solved. 17 Are you familiar with any of the terms of	
18 Q. Okay. 18 the indemnification agreement between Uber and	
19 A. So I can't -- yeah. So it's -- it's 19 Mr. Levandowski?	
20 different -- you get different parts at different 11:36:09 20 A. No, not -- not specifically. 11:38:08	
21 times. I can't say what the final one was. 21 Q. Is Uber indemnifying Mr. Levandowski in	
22 Q. Okay. 22 this litigation?	
23 A. And, generally, they're -- you know, in 23 MR. CHATTERJEE: Form.	
24 most of these, there would be an attorney in the 24 MS. DUNN: Form.	
25 room. 11:36:18 25 THE DEPONENT: I don't know. 11:38:19	
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1 Q. Okay. 11:36:18	1 Q. (By Mr. Verhoeven) Is Uber paying for 11:38:20
2 A. But, yeah, I don't know.	2 Mr. Levandowski's attorneys?
3 Q. Okay. And I think we've already covered 3 MS. DUNN: Form.	
4 any information you have about the results of the 4 MR. CHATTERJEE: Form.	
5 investigation are covered by the -- were from 11:36:31 5 THE DEPONENT: I don't know. 11:38:27	
6 attorneys --	6 Q. (By Mr. Verhoeven) Have you ever heard
7 A. Yeah.	7 of an indemnification agreement that talks about
8 Q. -- is that right?	8 pre-deal bad acts?
9 A. Of course, yeah.	9 A. Those specific words?
10 Q. Did you know that this agreement had an 11:36:38 10 Q. Yeah. 11:38:38	
11 indemnification clause for Mr. Levandowski?	11 A. No.
12 MR. CHATTERJEE: Form.	12 Q. Have you -- is it correct that you have
13 THE DEPONENT: I mean, I would be 13 exchanged text messages with Mr. Levandowski?	
14 surprised if it didn't.	14 A. Yes.
15 Q. (By Mr. Verhoeven) Would you be 11:36:50 15 Q. Are you aware that on May 11th of this 11:38:59	
16 surprised if Uber indemnified Mr. Levandowski for	16 year the court ordered Uber to make available for
17 committing prior bad acts with respect to Google?	17 inspection any text messages you exchanged with
18 MS. DUNN: Form.	18 Mr. Levandowski pertaining to Uber's LiDAR work?
19 THE DEPONENT: I mean, I generally 11:37:03 19 MS. DUNN: Form.	
20 understand how indemnification agreements work.	20 THE DEPONENT: I wasn't aware of that 11:39:13
21 They're typically about what somebody has	21 specific order, but I generally understand the
22 disclosed and what they haven't disclosed, and how	22 Court wanted my text messages.
23 they get indemnified against things that they	23 Q. (By Mr. Verhoeven) What do you
24 disclose.	24 understand about that?
25 Q. (By Mr. Verhoeven) Have you ever heard 11:37:21 25 A. That they want my -- all my text 11:39:26	
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1 messages. 11:39:27	1 A. Brief -- brief discussions. I mean... 11:40:57
2 Q. Do you remember when you learned that?	2 Q. Do you have a practice -- withdrawn.
3 A. Not really. I mean, I think somebody in	3 You did exchange text messages with
4 the company asked for my phone.	4 Mr. Levandowski, right?
5 Q. When did that happen? 11:39:35	5 A. Correct. 11:41:12
6 A. I don't remember specifically.	6 Q. Do you recall deleting any of those
7 Q. Can you estimate it for me? Was it a	7 texts?
8 week ago? Was it a month ago? Was it six months	8 A. I do not, no.
9 ago?	9 Q. Do you have any practices with respect to
10 A. It was certainly months ago. 11:39:46	10 deleting texts on your phone? 11:41:23
11 Q. Months ago?	11 A. Outside of just the auto-delete, the
12 A. Yeah.	12 30-day auto-delete, no.
13 Q. Okay.	13 Q. And what's the 3A auto-delete?
14 A. I mean, I...	14 A. Thirty -- the 30-day auto-delete is just
15 Q. And this is your cell phone they asked 11:39:51	15 a setting on my phone -- 11:41:35
16 for?	16 Q. Okay.
17 A. Yeah.	17 A. -- where after 30 days the -- the texts
18 Q. Okay. And did you give it to them right	18 disappear.
19 away or what happened?	19 Q. Do you still have -- is that still your
20 A. When somebody -- somebody came to ask for 11:39:59	20 setting on your phone? 11:41:44
21 my cell phone, and I gave them my cell phone.	21 A. No.
22 Q. Okay. And -- and how long were you	22 Q. What is your setting now?
23 without the cell phone?	23 A. It's -- keeps forever now.
24 Let me -- let me with- -- let me	24 Q. And when did you change the setting?
25 withdraw. 11:40:12	25 A. A few weeks ago. 11:41:51
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1 Did they give it back to you? 11:40:13	1 Q. "Few" meaning two, three -- 11:41:52
2 A. Yes, they did.	2 A. Something like that. I don't know the
3 Q. Okay. So what was the period of time	3 exact.
4 between --	4 Q. Okay.
5 A. Yeah. 11:40:16	5 A. I'm sure the attorneys can figure that 11:42:08
6 Q. -- when you gave it and they gave it back	6 out when that happened.
7 to you?	7 Q. All right. You ready for documents?
8 A. Hours.	8 A. Let's do it.
9 Q. Hours?	9 (Discussion off the stenographic record.)
10 A. Yeah. 11:40:20	10 Q. (By Mr. Verhoeven) A good question I 11:42:55
11 Q. Okay. What was your understanding of	11 forgot to ask --
12 what they were doing with your cell phone?	12 A. Yeah.
13 A. They were getting all of the text	13 Q. -- is, have you exchanged any texts with
14 messages from it.	14 Mr. Levandowski since your phone has been returned
15 Q. Okay. 11:40:32	15 to you? 11:43:02
16 A. Specific to what they needed.	16 A. No.
17 Q. And this -- you got your cell phone back	17 Q. Okay. I'm going to try to shorten this
18 months ago?	18 based on your answers, so there may be some pauses.
19 A. Yes.	19 I apologize for that.
20 Q. Okay. Did you have any discussions with 11:40:43	20 You've already answered a lot of my 11:43:19
21 anybody after that point in time about what was on	21 questions, and so --
22 your cell phone?	22 A. That's nice of you.
23 A. I mean, only with attorneys.	23 Q. -- I apologize for that.
24 Q. Did you have discussions with attorneys	24 A. That's all right. Apology accepted.
25 about what was on your cell phone? 11:40:55	25 Q. Do you think that -- is it your belief 11:43:36
Page 159	
1 Did they give it back to you? 11:40:13	1 Q. "Few" meaning two, three -- 11:41:52
2 A. Yes, they did.	2 A. Something like that. I don't know the
3 Q. Okay. So what was the period of time	3 exact.
4 between --	4 Q. Okay.
5 A. Yeah. 11:40:16	5 A. I'm sure the attorneys can figure that 11:42:08
6 Q. -- when you gave it and they gave it back	6 out when that happened.
7 to you?	7 Q. All right. You ready for documents?
8 A. Hours.	8 A. Let's do it.
9 Q. Hours?	9 (Discussion off the stenographic record.)
10 A. Yeah. 11:40:20	10 Q. (By Mr. Verhoeven) A good question I 11:42:55
11 Q. Okay. What was your understanding of	11 forgot to ask --
12 what they were doing with your cell phone?	12 A. Yeah.
13 A. They were getting all of the text	13 Q. -- is, have you exchanged any texts with
14 messages from it.	14 Mr. Levandowski since your phone has been returned
15 Q. Okay. 11:40:32	15 to you? 11:43:02
16 A. Specific to what they needed.	16 A. No.
17 Q. And this -- you got your cell phone back	17 Q. Okay. I'm going to try to shorten this
18 months ago?	18 based on your answers, so there may be some pauses.
19 A. Yes.	19 I apologize for that.
20 Q. Okay. Did you have any discussions with 11:40:43	20 You've already answered a lot of my 11:43:19
21 anybody after that point in time about what was on	21 questions, and so --
22 your cell phone?	22 A. That's nice of you.
23 A. I mean, only with attorneys.	23 Q. -- I apologize for that.
24 Q. Did you have discussions with attorneys	24 A. That's all right. Apology accepted.
25 about what was on your cell phone? 11:40:55	25 Q. Do you think that -- is it your belief 11:43:36
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1 that -- withdrawn.	11:43:38	1 you.	11:46:44
2 It is your belief, correct me if I'm		2 Q. All right. Who is John Bares?	
3 wrong, that AV technology represents an existential		3 A. He was one of the original members of the	
4 threat to Uber's business model.		4 team in Pittsburgh.	
5 MR. CHATTERJEE: Form.	11:43:52	5 Q. You said "was." What's he doing	11:47:20
6 MS. DUNN: Form.		6 currently?	
7 THE DEPONENT: I would say it		7 A. No. He's still -- he's still one of the	
8 differently. I would say that it is -- in order		8 original members of the team.	
9 for Uber to exist in the future, we will likely		9 Q. Okay.	
10 need to be a leader in the AV autonomous vehicle	11:44:11	10 A. But he -- his role changed. So at first	11:47:31
11 space.		11 he was running all of the Pittsburgh operation, and	
12 Q. (By Mr. Verhoeven) And why is that?		12 now he's doing a smaller portion of it.	
13 A. Because autonomous vehicles are going to		13 Q. What was his role in -- in December of	
14 be far safer than human-driven vehicles. And a		14 2015, so at the end of the year?	
15 service that's very safe compared to human-driven	11:44:32	15 I was talking earlier about the beginning	11:47:53
16 vehicles is going to be one that consumers want.		16 of the year.	
17 And it will also ultimately be far		17 A. Yeah.	
18 cheaper than a human-driven vehicle. And consumers		18 Q. At the end of the year, what was his	
19 that can get safer rides far cheaper are going to		19 position?	
20 be the consumer -- those consumers are going to go	11:44:52	20 A. He was -- if I recall, he was still	11:47:58
21 to the service that provides that.		21 running the Pittsburgh operation.	
22 And if you don't provide that, I don't		22 MR. VERHOEVEN: All right. Let's mark as	
23 believe you're going to be able to sustain your		23 Exhibit 366 an Excel spreadsheet produced by Uber.	
24 business.		24 (Exhibit 366 was marked for	
25 Q. When did you recall coming to this	11:45:13	25 identification by the court reporter and is	11:48:22
	Page 162		Page 164
1 belief?	11:45:17	1 attached hereto.)	11:48:22
2 A. This was really late 2014.		2 Q. (By Mr. Verhoeven) Okay. Do you	
3 Q. And what did you do based on coming to		3 recognize this as an Excel spreadsheet printout?	
4 this conclusion?		4 A. I mean, I don't -- I don't know if it's	
5 A. We started our autonomous -- what we	11:45:28	5 an Excel spreadsheet, but I recognize that it's a	11:48:42
6 called the Advanced Technology Center in		6 piece of paper that has words on it.	
7 Pittsburgh. You know, we...		7 Q. Do you recognize the format of this	
8 Q. As of January 1, 2015, what was the		8 document as a printout from a spreadsheet that Uber	
9 status of that project?		9 would have in its software?	
10 A. It was -- that was right around the time	11:45:45	10 A. No.	11:49:01
11 when it was being put together. So I don't know		11 Q. Okay.	
12 the exact date in January of that year --		12 A. But I see it. I see the document.	
13 Q. Okay.		13 Q. Okay. Yeah.	
14 A. -- but it was right around that year --		14 You see at the bottom -- I know it's in	
15 or, sorry, right around that time.	11:45:54	15 small print, I apologize for that --	11:49:11
16 Q. And what was the -- to the extent you		16 A. That's all right.	
17 know or remember, what was the business plan about		17 Q. -- there's a bottom green line?	
18 that period of time with respect to AV?		18 A. Yeah.	
19 A. It was to get -- to build software that		19 Q. And you see it says, "Meeting with TK"?	
20 can drive safer and more cost efficiently than	11:46:15	20 A. Yup.	11:49:19
21 traditional human-driven vehicles.		21 Q. That would be you?	
22 Q. This is one of those times I'm shortening		22 A. I assume so.	
23 the deposition.		23 Q. I will represent to you that these are	
24 A. That's all right. I'm appreciating.		24 Mr. Bares' -- this is Mr. Bares' spreadsheet --	
25 This is one of the few times I'm going to thank	11:46:42	25 A. Okay.	11:49:33
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1 Q. -- just so you know. 11:49:33	1 A. December 22. 11:51:24
2 And I will represent to you that this	2 Q. -- of 2015.
3 meeting occurred on December 22, according to	3 A. Of 2015.
4 Mr. Bares.	4 And do we know that this is -- I -- I
5 A. Is this notes from a meeting or what is 11:49:42	5 just don't -- I don't know what this is referring 11:51:38
6 this?	6 to. I can't say for sure what this is about.
7 Q. Yes.	7 Q. Okay. Okay. What about -- you agree
8 A. Okay.	8 that basically saying that you said, "What we
9 Q. So if you turn the page, there is some	9 want," and provides a list?
10 description of notes from the meeting. 11:49:57	10 MS. DUNN: Form. 11:51:51
11 Do you see that?	11 Q. (By Mr. Verhoeven) TK is you.
12 A. Okay.	12 A. I agreed that it says, "TK, what we
13 Q. And you see it says, "TK, what we want"?	13 want," but I don't know what that means.
14 A. Yeah.	14 Q. Okay. What do you think -- you don't
15 Q. And then it says, "Source," and goes on. 11:50:08	15 remember saying that you want all of their data? 11:52:01
16 A. Okay. Yeah.	16 A. I don't even know who "they" is.
17 Q. Do you remember meeting with Mr. Bar --	17 Q. Okay. So you don't understand, looking
18 Bares? Is it Bares? Is that how you pronounce it?	18 at this, that this is about a potential deal with
19 A. Bares.	19 Mr. Levandowski?
20 Q. Bares. 11:50:21	20 A. I have no idea. 11:52:19
21 A. John Bares.	21 Q. You see down below, it says, "AL says"?
22 Q. Do you remember meeting with Mr. Bares --	22 A. Yes. It does say that, yeah.
23 A. Yeah.	23 Q. Quote, AL says that our biggest threat is
24 Q. -- in or around December 22, where you	24 Google, but also doesn't have faith in Google
25 discussed the subject of "What we want" in 11:50:32	25 pulling it off. 11:52:30
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1 connection with the deal with Mr. Levandowski? 11:50:33	1 Do you see that? 11:52:32
2 A. I mean, I don't remember specifically.	2 A. I do.
3 No. I can't say it didn't happen, I just don't	3 Q. Okay. Do you remember having a meeting
4 remember.	4 in or about December 22 of 2015 where there was a
5 Q. Do you remember talking about wanting 11:50:48	5 discussion about a deal with AL, Mr. Levandowski, 11:52:41
6 something related to source?	6 that you attended?
7 A. No.	7 A. I mean, I don't remember the specific
8 Q. What does source mean, in your opinion?	8 meeting.
9 A. I -- I don't know.	9 I mean, I'm sure you could ask John about
10 Q. You don't know what Mr. Bares meant by 11:50:57	10 this. 11:53:11
11 that?	11 Q. I know. I'm just trying to --
12 A. No. It could be that -- I mean, there's	12 A. Yeah.
13 a lot of -- I could speculate as what he meant, but	13 Q. -- get what your understanding is and
14 I don't know what he meant.	14 what your recollection is.
15 Q. What do you think -- I mean, if you were 11:51:08	15 A. Yeah. I don't really have much. 11:53:15
16 asked, what do you think he meant?	16 Q. So this document doesn't refresh your
17 MS. DUNN: Form.	17 recollection?
18 THE DEPONENT: I mean, it could be	18 A. No.
19 that -- I just don't know, what is the timing of	19 Q. Doesn't trigger anything in your memory?
20 this -- what is the timing of this note? Like when 11:51:16	20 A. No, but I -- I do like, "He is very 11:53:21
21 was this note made?	21 focused and unstoppable about getting things done."
22 Q. (By Mr. Verhoeven) I will represent to	22 I like that part.
23 you it was --	23 Q. You like it, but you don't remember.
24 A. Yeah.	24 A. No, but I definitely like that. If it's
25 Q. -- December 22 -- 11:51:22	25 talking about me, I'm -- I'm excited. 11:53:33
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1 Q. Now you know what people say behind your back. 2 If you look down further -- 3 A. Yeah. 5 Q. -- just above the green horizontal line 6 on this page, which is, for the record, UBER 7 60322 -- 8 A. Hold on. 9 Q. -- it says -- 10 A. 603 -- what is this? Where is this? 11 Q. That's the control number on the bottom 12 right-hand side. 13 A. Oh, yeah, yeah, yeah, yeah. 14 So what am I looking at? 15 Q. Just above the green horizontal line -- 16 A. Yes. 17 Q. -- it says, "January 12, he quits." And 18 then, "January 1 through 12 period is twitchy. He 19 is still G employee but on trajectory out." 20 A. Yeah. 21 Q. Do you see that? 22 A. Yeah. 23 Q. Do you remember having any discussions in 24 December of 2015 about a date when Mr. Levandowski 25 would quit or a period that was twitchy? 	11:53:40	1 A. Yeah. 2 Q. If you look, it's right below the little 3 pink box, the very first pink box -- 4 A. Uh-huh. 5 Q. -- it says, quote, How many people are 6 you really taking? Close quote. 7 A. Where is this? 8 Q. I can point to it. 9 A. Oh, yeah, yeah. I see it. Yeah, yeah. 10 Q. Okay. Do you remember any discussions 11 with anyone during the December 2015 time period 12 about Mr. Levandowski taking a bunch of people from 13 Google when he left? 14 A. I remember more of that kind of 15 discussion in the January time frame. 16 Q. Okay. 17 A. But -- 18 Q. What do you remember? 19 A. I remember being very aggressive about 20 hiring great talent. 21 Q. Do you remember specifically, though, 22 discussions about hiring folks that were employed 23 by Google in the AV area as part of the deal, in 24 addition to Mr. Levandowski? 25 A. Generally, we were very interested in 	11:55:42
	Page 170		Page 172
1 MS. DUNN: Form. 2 THE DEPONENT: I don't remember -- I 3 mean, no. I don't -- I don't specifically remember 4 a discussion about that. 5 But I think your question said December 6 and -- 7 Q. (By Mr. Verhoeven) Yeah, 8 December 22, 2015. 9 A. Okay. Yeah. No, I don't remember that, 10 no. 11 Q. Do you remember you generally having 12 discussions about a possible deal with 13 Mr. Levandowski in December of 2015? 14 A. I remember deal -- sort of deal 15 discussions more in the January time frame. 16 Q. Did -- so you -- could they have happened 17 in December as well? 18 A. It's possible. 19 Q. Well, doesn't this document show it? 20 A. I don't know what the hell this document 21 is. 22 Q. Okay. If you turn the page. 23 A. Okay. All right. 24 Q. And if you look -- just for the record, 25 page 323. 	11:54:29	1 hiring the best talent, and much of the best talent 2 was at Google, for sure. 3 Q. And do you remember that Uber and you 4 wanted to hire as many good people as possible from 5 Google as part of this deal? 6 MS. DUNN: Form. 7 THE DEPONENT: I don't -- I'm not sure it 8 was part of this deal, but we were generally 9 interested and continue to be interested -- very 10 interested in hiring as many great scientists and 11 engineers from Google as possible -- as is 12 possible. And we have been very successful in 13 doing that. 14 Q. (By Mr. Verhoeven) Do you remember 15 discussions with Mr. Levandowski about targeting 16 Google employees in the AV area, for him to bring 17 with him or recruit after he came over to you? 18 MS. DUNN: Form. 19 THE DEPONENT: I remember discussions 20 about how we should best go about hiring the great 21 talent at Google, and figuring out what are the 22 best ways to do that while staying within certain 23 legal constructs. 24 Q. (By Mr. Verhoeven) And when -- this is 25 with Mr. Levandowski, these discussions? 	11:57:00
	11:54:40		11:56:18
11:55:04		11:57:10	
11:55:23		11:57:20	
	Page 171	11:57:33	
		11:57:47	
		11:58:04	
	Page 173		

1 A. Sure. Yeah. 11:58:05	1 THE DEPONENT: Generally, yes. 12:00:24
2 Q. Okay. And was it -- so is it fair to say 3 that those discussions were in the context of the 4 AV technology?	2 Q. (By Mr. Verhoeven) Do you remember 3 anybody he identified specifically?
5 A. It wasn't about AV technology. It was 11:58:17 6 about people and -- who are very talented in the AV 7 space.	4 A. No, not specifically.
8 Q. Okay.	5 Q. Okay. Would it surprise you if part of 12:00:28 6 the deal included -- withdrawn.
9 A. Yeah.	7 Would it surprise you if Levandowski's 8 payments as part of the tool was conditioned upon 9 him recruiting away from Google a certain number of 10 Google employees in the AV space? 12:00:50
10 Q. The AV space. 11:58:24	11 MS. DUNN: Objection to form.
11 But it was -- it was about people in the 12 AV space.	12 MR. CHATTERJEE: Form.
13 A. Yeah.	13 THE DEPONENT: Yeah, I don't know how
14 Q. Okay.	14 that translates into the deal itself. But I'll --
15 A. Yeah. 11:58:30	15 you know, again, we were very up front about our 12:01:00 16 desire to recruit great talent from Google.
16 Q. And how many people do you remember 17 talking about hiring?	17 Q. (By Mr. Verhoeven) And that was part of 18 what you were envisioning -- or let me withdraw 19 that.
18 MS. DUNN: Form.	20 That was part of what you hoped would 12:01:14
19 MR. CHATTERJEE: Form.	21 happen in connection with Mr. Levandowski coming 22 over.
20 THE DEPONENT: I mean, it wasn't 11:58:39 23 MS. DUNN: Objection to form.	
21 typically about individuals, but more -- well, 24 MR. CHATTERJEE: Join.	
22 sometimes about individuals.	25 THE DEPONENT: It wasn't just about 12:01:24
23 But it was -- it was about, you know, how 24 many great people do we think there are, what kind 25 of process can we go through to recruit them, and 11:58:55	Page 174
1 how do we make it a reality for them to come to a 2 place which we feel is sort of more commercially 3 oriented, more sort of just works harder, you know, 4 just a better environment to innovate in the space.	1 Google. It was about great talent in the space, 12:01:25
5 Q. (By Mr. Verhoeven) Do you remember any 11:59:21 2 period, coming from all the companies that are	
6 discussion about compensation to Levandowski in 3 working on it.	
7 this potential deal being based on how many Google 4 Q. (By Mr. Verhoeven) But you don't	
8 folks in the AV space he was successful in hiring 5 remember having discussions about Mr. Levandowski 12:01:32	
9 away?	6 hiring as many people as he could from Google's AV
10 MR. CHATTERJEE: Form. 11:59:41 7 space after he came over?	
11 MS. DUNN: Objection to form.	8 MS. DUNN: Objection to form.
12 THE DEPONENT: I don't remember that 13 MR. CHATTERJEE: Join.	
13 being tied to the deal. It may have been, but I 14 THE DEPONENT: Generally, we wanted to 12:01:47	
14 don't remember that.	11 recruit as many great Google employees as we
15 I don't remember it being in milestones 11:59:49 12 possibly could.	
16 that we ended up with.	13 We needed to figure out what were the
17 But I do know that we were depend- -- for 14 right processes to do that, but we were very	
18 him to -- to come across in an ultimate deal, we 15 excited about somebody -- having somebody on our 12:02:00	
19 were interested in his sense of who the great 16 team who was a visionary in the space who could	
20 people were and how we could recruit them to come 17 attract that great talent.	
21 across.	18 Q. (By Mr. Verhoeven) Okay. But do you
22 Q. (By Mr. Verhoeven) Do you remember 19 remember having any -- my question was, do you	
23 discussions asking him who the great people are 20 remember having any conversations about it? 12:02:15	
24 during this process?	21 A. I would say -- I don't remember any
25 MS. DUNN: Form. 12:00:23	22 specific conversations, but I would generally say
Page 175	23 that -- I would acknowledge that conversations like
	24 that occurred.
	25 Q. I direct your attention to -- back to the 12:02:32
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1	document, Exhibit 366, and to the same page we were	12:02:33	1	[REDACTED]	12:04:43
2	looking at.		2	[REDACTED]	
3	A. 336?		3	[REDACTED]	
4	Q. 366. This is just the exhibit number of		4	[REDACTED]	
5	the document you're looking at.	12:02:48	5	And so that was sort of the -- the range	12:04:53
6	A. Okay. Sorry. I was looking for the		6	of things we were considering.	
7	right page.		7	Q. Okay. And what time frame would you say	
8	Q. The same page.		8	that -- is that the December/January time frame?	
9	A. Okay. Yeah.		9	A. That feels, yeah, sort of like really --	
10	Q. And then the second-to-last line on the	12:02:54	10	it's -- the meat of that feels like January,	12:05:05
11	page says, quote, If the sensor idea is so good,		11	possibly late December, but probably mostly	
12	why limiting scope to trucking? Close quote.		12	January.	
13	Do you see that?		13	Q. Okay. And did there come a time when you	
14	A. Yeah.		14	chose one of those options?	
15	Q. And that's talking about a LiDAR sensor?	12:03:07	15	A. Definitely, yes.	12:05:24
16	MS. DUNN: Form.		16	Q. Which -- which one was chosen?	
17	MR. CHATTERJEE: Join.		17	A. I think we ultimately ended up in an	
18	THE DEPONENT: I -- I don't know what		18	acquisition disposition, yeah.	
19	that's about.		19	Q. And do you have any information about	
20	Q. (By Mr. Verhoeven) Do you remember	12:03:18	20	what the pros and cons of -- of the choices were	12:05:37
21	having discussions about Mr. Levandowski's idea		21	that led Uber to arrive at that decision?	
22	about a LiDAR sensor?		22	MS. DUNN: Form.	
23	MS. DUNN: Form.		23	THE DEPONENT: Yeah. Yeah. I mean,	
24	MR. CHATTERJEE: Form.		24	generally, we would -- we would explore all the	
25	THE DEPONENT: [REDACTED]	12:03:28	25	options and what was possible. And it wasn't just	12:05:51
		Page 178			Page 180
1	[REDACTED]	12:03:29	1	about what we wanted. It's also about where -- you	12:05:53
2	[REDACTED]		2	know, where they are. Could -- does -- does a	
3	[REDACTED]		3	partnership make sense or does going deeper make	
4	[REDACTED].		4	sense?	
5	Q. (By Mr. Verhoeven) Okay.	12:03:46	5	You know, yes, pros and cons across all	12:06:05
6	A. I don't know if that's referring to this		6	options, of course.	
7	or not.		7	Q. (By Mr. Verhoeven) And why wasn't the	
8	Q. Okay. And what do you remember about the		8	decision just to hire Mr. Levandowski straightaway?	
9	discussion?		9	A. I mean, I would say though this was	
10	I mean, what was -- what was being	12:03:54	10	technically an acquisition, it was very much like	12:06:21
11	pitched to you?		11	hiring him.	
12	A. [REDACTED]		12	Q. Okay. So --	
13	[REDACTED]		13	A. Yeah.	
14	[REDACTED]		14	Q. -- it was just structured as an	
15	[REDACTED]	12:04:05	15	acquisition.	12:06:29
16	[REDACTED]		16	A. Yeah. It was like -- it was -- there are	
17	[REDACTED]		17	different things on acquisition. You have this	
18	[REDACTED]		18	thing called an acquihire. Then you have like an	
19	[REDACTED]		19	acquisition of a very mature company. And there's	
20	[REDACTED]	12:04:21	20	lots of stuff in between.	12:06:38
21	[REDACTED]		21	We basically were hiring him and his	
22	[REDACTED]		22	team, but getting some -- like a sort of small	
23	[REDACTED]		23	acquisition along with it. It was sort of -- it	
24	[REDACTED]		24	was a -- it was a hybrid of the two.	
25	[REDACTED]	12:04:40	25	Q. And what was the small acquisition?	12:07:01
		Page 179			Page 181

1 A. Well, I mean, he'd set up the company. 12:07:03	1 A. Yeah. 12:09:21
2 He had, of course, recruited a team. He had -- he 12:07:03	2 Q. Okay. 12:09:21
3 had -- you know, he had trucks that were -- you 12:07:03	3 A. Yeah. So I think in the December -- at 12:09:21
4 know, let's call them self-driving trucks, of 12:07:03	4 some point in January he wasn't a Google employee. 12:09:21
5 course, with a safety driver. 12:07:18	5 I'm not sure exactly what that date is. 12:09:27
6 I was in one of them. Glad there was a 12:07:18	6 Q. It's January 27. 12:09:27
7 safety driver. 12:07:18	7 A. Okay. 12:09:27
8 You know, so he was getting down that 12:07:18	8 Q. The -- so I apologize. 12:09:27
9 path and building something that he had a team that 12:07:18	9 A. That's okay. 12:09:27
10 was passionate about, but it was early, you know. 12:07:31	10 Q. So at that time he didn't have a company 12:09:38
11 Q. I see. 12:07:31	11 yet, right?
12 A. Yeah. I mean -- yeah. 12:07:31	12 A. Yeah. I mean, I don't know what the date 12:09:38
13 Q. What was the -- what was the benefit of 12:07:31	13 was when he structured his company. I don't know. 12:09:38
14 doing a structure where you hired him and his team 12:07:31	14 But he was certainly a Google employee at that 12:09:38
15 through an acquisition as opposed to just hiring 12:07:45	15 time. 12:09:52
16 them directly? 12:07:45	16 Q. All right. So just going back, though, 12:09:52
17 A. Well, I mean, one was because he wanted 12:07:45	17 to that time in January --
18 to -- he was -- he was -- he was building 12:07:45	18 A. Yeah. 12:09:52
19 something. Like we didn't come up with an 12:07:45	19 Q. -- what was the reason why either you or 12:10:01
20 agreement until, I think, April of '16. He was 12:08:02	20 he wanted to do a deal that was an acquisition 12:10:01
21 building one way or the other. Right? 12:08:02	21 rather than just hiring him straightaway? 12:10:01
22 Q. Okay. 12:08:02	22 MS. DUNN: Form. 12:10:01
23 A. So I would have loved to have hired him 12:08:02	23 THE DEPONENT: I think he was just 12:10:01
24 for \$100,000 a year -- that would have been 12:08:02	24 adamant about building a company. 12:10:01
25 amazing -- and been able to recruit lots of 12:08:19	25 Q. (By Mr. Verhoeven) Well, the plan -- the 12:10:15
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1 wonderful engineers as well. But it's a two-way 12:08:21	1 plan was that he would build a company that would 12:10:17
2 street. Right? The other side, of course, has to 12:08:21	2 be acquired by Uber, wasn't it?
3 be excited about what they're doing. 12:08:21	3 MR. CHATTERJEE: Form.
4 Q. Right. 12:08:21	4 MS. DUNN: Form.
5 A. You know, they have to feel like they're 12:08:34	5 THE DEPONENT: Ultimately, in the April 12:10:25
6 being valued at what they're worth. 12:08:34	6 time frame we signed an agreement to acquire --
7 You know, a lot of -- my understanding is 12:08:34	7 upon certain conditions, but essentially acquire
8 a lot of Google employees had gotten very huge 12:08:34	8 his company. That was April, a few months after he
9 bonuses. So you're just going to have a tougher 12:08:34	9 had left Google.
10 time just recruiting in a situation like that. 12:08:46	10 Q. (By Mr. Verhoeven) Well, there was 12:10:39
11 Q. Okay. 12:08:46	11 discussion about that structure --
12 A. And that's why they went and built their 12:08:46	12 A. Yes.
13 company and started, because I -- they're like, 12:08:46	13 Q. -- way back in January, right? That
14 Well, if, you know, we're going to start building 12:08:46	14 was -- one of the options was --
15 something, and if you want to be -- us to be a part 12:09:00	15 A. Yeah. 12:10:47
16 of it, you're going to have to acquire it. 12:09:00	16 Q. -- instead of hiring him straight out, he
17 Q. I apologize. I was just talking about 12:09:00	17 form a company, and then after a little while you
18 the January/December time frame, but I appreciate 12:09:00	18 would buy the company.
19 your answer. 12:09:00	19 That was discussed.
20 A. No. 12:09:12	20 A. That -- that was discussed. 12:10:54
21 Q. During January and December, 12:09:12	21 Q. It was discussed before he left Google,
22 Mr. Levandowski was still a Google employee, 12:09:12	22 right?
23 right -- or a Waymo employee? 12:09:12	23 A. That's -- that's correct.
24 MS. DUNN: Form. 12:09:12	24 Q. Okay. And that's the -- there's more
25 Q. (By Mr. Verhoeven) One of the two. 12:09:20	25 specifics. But, generally, that's the structure 12:11:04
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1 that ended up -- that you ended up going with, 12:11:07	1 stomping, close quote, on Google's IP? 12:14:25
2 right?	2 MS. DUNN: Form.
3 MS. DUNN: Form.	3 THE DEPONENT: I mean, these aren't my
4 THE DEPONENT: I don't know if the	4 notes.
5 structure that was talked about in January is where 12:11:12	5 Q. (By Mr. Verhoeven) I know. 12:14:30
6 we ultimately ended up.	6 A. Right. So all I can say is that I was
7 My guess -- just my recollection -- is	7 always very adamant about making sure that none of
8 that things changed pretty dramatically over those	8 Google's IP ended up at Uber.
9 three months in terms of what the structure of the	9 Q. Okay. You don't remember having this
10 deal would look like and where we ultimately ended 12:11:23	10 discussion in December? 12:14:41
11 up.	11 A. No.
12 But, generally, acquiring a company that	12 Q. Okay. Now, turn to the same document,
13 he built was certainly on the table and certainly	13 Exhibit 336.
14 something we were considering.	14 Do you see those control numbers at the
15 Q. (By Mr. Verhoeven) You were discussing 12:11:35	15 bottom there, on the bottom right? 12:14:55
16 milestones that he would achieve before he left	16 A. Sorry. What do you want me to do right
17 Google, right?	17 now?
18 A. I don't know the specific dates, so I	18 Q. Do you see those control numbers?
19 can't say for sure.	19 A. Yes. 60333.
20 But, again, I think there were a broad 12:11:48	20 Q. I'm going to use those to help you get to 12:15:02
21 range of discussions in the January time frame.	21 the page. All right?
22 Q. Okay. So they could have included	22 A. Yeah.
23 milestones?	23 Q. So using those numbers, can you turn to
24 A. I don't know for sure. I just don't	24 page 331.
25 know. 12:12:01	25 A. Yeah. All right. 12:15:07
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1 (Discussion off the stenographic record.) 12:12:13	1 Q. And the second horizontal green -- 12:15:16
2 Q. (By Mr. Verhoeven) All right. Going	2 A. Yeah.
3 back to Exhibit 366, which you're looking at, same	3 Q. -- bar --
4 page.	4 A. Yeah.
5 The last line says, quote, What about 12:13:23	5 Q. -- it says, "21 January meeting." 12:15:22
6 Google's IP, worried about stomping on this,	6 A. Yeah.
7 question mark.	7 Q. Do you see that?
8 Do you see that?	8 A. Yeah.
9 A. Yes, I do.	9 Q. And "TK" -- TK would be you, right?
10 Q. Again, this is -- these are notes that 12:13:34	10 A. Uh-huh. 12:15:28
11 Mr. Bares took in December of 2015.	11 Q. You have to say "yes" or "no."
12 Do you remember having a discussion about	12 A. Yes. Yes.
13 Google's IP in connection with the Levandowski	13 Q. And Emil, who is that?
14 transaction in or around this time?	14 A. At the time, my head of business
15 MS. DUNN: Form. 12:13:55	15 development. 12:15:34
16 THE DEPONENT: I mean, I remember	16 Q. And Cam is who?
17 generally being pretty adamant about making sure	17 A. Works for Emil, head of corporate
18 that none of Google's IP ended up at Uber.	18 development.
19 Q. (By Mr. Verhoeven) And how did that	19 Q. And just tell me the name.
20 subject come up? 12:14:07	20 A. Sorry? 12:15:42
21 A. Like if you're talking to somebody who	21 Q. Cam means -- the person's name.
22 works at a competitor, the topic naturally comes	22 A. Cameron?
23 up. I don't know specifically how it did.	23 Q. Yeah.
24 Q. Do you remember why -- if it's true, do	24 A. Yeah.
25 you remember why Uber was, quote, worried about 12:14:22	25 Q. Full name. 12:15:48
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1 A. Cameron Poetscher. 12:15:49	1 you think that's being talked about here? 12:17:34
2 Q. Okay. Same thing with Emil, what's Emil?	2 MR. CHATTERJEE: Form.
3 A. Emil Michael.	3 THE DEPONENT: I mean, anytime you're
4 Q. Okay. And then what is that? Is that	4 going to do -- if -- if you are going to do a deal,
5 Bam? 12:16:03	5 you need to minimize the risk in doing any deal. 12:17:46
6 What is -- what's your understanding of	6 Q. (By Mr. Verhoeven) Is it -- is it the
7 Bam?	7 risk that Uber would be sued by Google or Waymo?
8 A. Brian McClendon.	8 MS. DUNN: Form.
9 Q. And then it says, "No hold - on plane."	9 THE DEPONENT: I don't know specifically
10 A. Okay. 12:16:11	10 on this. 12:17:58
11 Q. Do you remember a meeting in January 21st	11 Q. (By Mr. Verhoeven) Did you have
12 with these gentlemen?	12 discussions in January about that?
13 A. Not specifically.	13 A. Anytime we do a transaction, we're going
14 Q. Do you remember generally meeting in	14 to have that discussion, so I would say yes.
15 January with them? 12:16:21	15 Q. And "minimize pain," what is that in 12:18:13
16 A. Yeah. I mean, sometime in that time	16 reference to?
17 frame, sure.	17 MS. DUNN: Form.
18 Q. And discussion was the deal -- potential	18 THE DEPONENT: You know, I think a lot of
19 deal with Mr. Levandowski?	19 times when you are minimizing risk, you come up
20 A. It may have been, yeah. 12:16:34	20 with a lot of rules and processes and bureaucracy. 12:18:21
21 Q. This says, on the bottom line within this	21 And so you have to find a way to do the right thing
22 meeting --	22 while also letting people who build things continue
23 A. Yeah.	23 to be builders. Otherwise, you're just -- you're
24 Q. -- quote, TK's advice on legal: Tell	24 just going to get caught in bureaucracy and nobody
25 them we are going to do it, ask how to minimize 12:16:47	25 builds anything. 12:18:43
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1 risk, minimize pain. 12:16:51	1 Q. (By Mr. Verhoeven) As of January 21, you 12:18:44
2 A. Yeah.	2 had decided that you wanted to do the deal, right?
3 Q. Close quote.	3 MS. DUNN: Form.
4 A. Yeah.	4 MR. CHATTERJEE: Form.
5 Q. Did you say that during the meeting? 12:16:57	5 THE DEPONENT: I -- I can't say for sure. 12:18:49
6 A. I don't know. I could have. I don't	6 It -- it may have been that I was super interested
7 know.	7 in doing the deal. You know, this -- this could
8 Q. You don't have any reason to believe	8 have been like -- like a green light, Hey, we're --
9 these notes are inaccurate, right?	9 we're interested in doing this, but we've got to
10 MS. DUNN: Form. 12:17:05	10 work through some legal stuff. 12:19:00
11 THE DEPONENT: I just don't -- I don't	11 So I don't know.
12 know. I didn't write them, but I'm not saying, Oh,	12 Q. (By Mr. Verhoeven) Well, setting this
13 I definitively didn't. I just don't remember.	13 down and just --
14 Q. (By Mr. Verhoeven) You told the team	14 A. Yeah.
15 that, We are going to do this deal, and tell legal, 12:17:15	15 Q. -- thinking about your memory -- 12:19:05
16 We are going to do this deal --	16 A. Yeah.
17 A. Uh-huh.	17 Q. -- in January --
18 Q. -- period, and they needed to minimize	18 A. Yeah.
19 the risk and minimize the pain --	19 Q. -- do you remember deciding, Hey, we want
20 MS. DUNN: Form. 12:17:26	20 to do this deal? 12:19:12
21 Q. (By Mr. Verhoeven) -- correct?	21 You don't have the structure yet.
22 MR. CHATTERJEE: Form.	22 A. Yeah.
23 THE DEPONENT: I don't know. That's	23 Q. We need to negotiate it, but I want to do
24 possible.	24 this deal.
25 Q. (By Mr. Verhoeven) What's the risk do 12:17:34	25 A. That feels right. 12:19:17
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1 Q. Okay. All right. You can set that 2 aside.	12:19:19	1 A. It's possible. 2 Q. Okay. 3 A. It's possible. 4 Q. It says -- one, two, three -- four lines 5 down, quote, Lasers, data, advice, are the three 6 things.	12:22:47
3 MR. VERHOEVEN: Let's mark as Exhibit 367 4 another spreadsheet produced by Uber. 5 (Exhibit 367 was marked for 6 identification by the court reporter and is 7 attached hereto.)	12:20:42	7 Do you see that? 8 A. Yeah. 9 Q. What's that referring to, if you know? 10 MS. DUNN: Form.	12:22:56
8 THE DEPONENT: Would you like me to read 9 this whole document --	12:21:06	11 THE DEPONENT: I don't know. I mean, you 12 should ask John. He would know. I don't -- I 13 don't know what this is.	12:23:07
10 Q. (By Mr. Verhoeven) No. 11 A. -- before questioning? 12 Q. No, sir. 13 I'll represent to you that this is 14 another document from John Bares.	12:21:12	14 Q. (By Mr. Verhoeven) Did Levandowski tell 15 you that the three things he brought to the table 16 were lasers, data, and advice?	12:23:17
15 A. Yeah.	12:21:12	17 A. No.	
16 Q. And you see on the right-hand side 17 there's page numbers?	12:21:12	18 Q. The second-to-last line -- withdrawn. 19 Sticking with that quote I just gave you, 20 did you tell the folks at this meeting on	12:23:33
18 A. Yeah. Yeah.	12:21:12	21 January 4th, 2016, that lasers, data, and advice, 22 are the three things?	
19 Q. Can you turn to page 40 --	12:21:12	23 A. I don't know. I still don't totally know 24 what it means. I know what lasers are. I know 25 what advice is. I don't know, necessarily, what	12:23:55
20 A. Yeah.	12:21:26	Page 194	Page 196
21 Q. -- which is Control No. --	12:21:26		
22 A. I got it.	12:21:26		
23 Q. For the record, it's Control No. 60504.	12:21:26		
24 Are you there?	12:21:43		
25 A. Yeah.	12:21:43		
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1 Q. Okay. You see at the top, on the left, it says, "TK, 4 January 2016."	12:21:43	1 data is being referred to here.	12:23:57
2 A. Yeah.	12:21:43	2 Q. Okay.	
3 Q. And TK is -- is yourself, right?	12:21:43	3 A. I just don't know.	
4 A. I -- I didn't write this, but I would assume so.	12:21:56	4 Q. What are lasers?	
5 Q. Yeah.	12:21:56	5 A. Lasers are like a sensor that shoots	12:24:02
6 And AL would refer to Levandowski, right?	12:21:56	6 beams into the world and gets a reflection back.	
7 A. Yeah.	12:21:56	7 Q. It's a references to LiDAR, right?	
8 First one says, quote, TK met up with him over the weekend and is a big fan.	12:22:08	8 MS. DUNN: Form.	
9 Q. And if you look down below the AL, to the right of it, there's a number of sentences there.	12:22:08	9 THE DEPONENT: Yeah. Yeah. Probably.	
10 Do you see those?	12:22:08	10 Q. (By Mr. Verhoeven) The second-to-last	12:24:16
11 First one says, quote, TK met up with him over the weekend and is a big fan.	12:22:08	11 line there says, quote, TK believes that lasers	
12 A. Okay.	12:22:25	12 will be the longest pole, and we need access to	
13 Q. Do you see that?	12:22:25	13 tech. And then it says, paren, "This part is" --	
14 A. Yeah.	12:22:25	14 and, let's see -- "This part is easy," close paren.	
15 Q. Do you remember what that's referring to, meeting up with Mr. Levandowski over the weekend --	12:22:31	15 Do you see that?	12:24:35
16 A. I mean, I don't --	12:22:31	16 A. Yeah.	
17 Q. -- in January?	12:22:31	17 Q. Have you ever heard of something being	
18 A. Yeah, I mean, I don't know specifics, but I don't do a deal until I'm a big fan of what --	12:22:31	18 referred to as the longest pole?	
19 Q. Who somebody is and what they're doing.	12:22:42	19 A. Yeah.	
20 Q. You met up with -- with Mr. Levandowski?	12:22:42	20 Q. What does it -- what's your understanding	12:24:44
Page 195		21 of what that -- what that means when someone says	
		22 that?	
		23 A. It means like it's going to -- like if --	
		24 if you don't -- like -- let me give you an example.	
		25 Like if it were a reference to, like,	12:24:56
		Page 197	

1 lasers being the longest pole, nobody, even today, 2 is making lasers -- LiDAR at scale. 3 If you're going to have a million cars on 4 the road, there's literally nobody on the planet 5 who's making enough lasers to put on these cars. 6 Q. Okay. 7 A. So you need to start working on something 8 like scale production of lasers or a vendor who 9 provides them at scale if you're going to get a 10 million cars. You could have software that works, 11 you could have all the cars, everything, but if you 12 don't have enough lasers to put on these cars, 13 these cars will not be able to drive themselves. 14 Q. So this sentence is basically saying, The 15 thing we need to work on the most is lasers and we 16 need that technology. 17 MS. DUNN: Form. 18 MR. CHATTERJEE: Form. 19 THE DEPONENT: Not exactly. 20 Q. (By Mr. Verhoeven) Okay. 21 A. Right. So it doesn't -- 22 Q. Use your words then. 23 A. Yeah, yeah. It doesn't mean that it's 24 the thing we need to work on the most, but it means 25 that if you don't -- if you don't have an effort to	12:24:57 12:25:10 12:25:23 12:25:35 12:25:43 12:25:50	1 necessarily for sure. There are other ways to 2 do -- to work on autonomous vehicles without 3 lasers. 4 Q. Okay. 5 A. But the general consensus in the 6 industry, that not everybody agrees with, but the 7 general consensus, most people would agree that 8 doing -- that having lasers is the easier way of 9 doing it. 10 Q. Okay. And -- and this sentence is 11 basically saying that, right? That lasers will be 12 the longest pole -- that's basically saying that 13 for -- for Uber lasers will be the longest pole, 14 right? 15 MS. DUNN: Form. 16 THE DEPONENT: I don't think it's just 17 for Uber; I think it's for anybody in the autonomy 18 space. 19 Q. (By Mr. Verhoeven) Okay. And then it 20 says, "And we need access to tech. This part is 21 easy." 22 Do you see that? 23 A. Yeah. 24 Q. What's that a reference to? 25 A. I mean, I -- I can't say for sure.	12:26:53 12:27:01 12:27:12 12:27:31 12:27:37 12:27:45
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1 start working on it, it could slow all the other 2 efforts down. 3 Like, you know, how to put it, it's like 4 you could have a car fully built, like a new Tesla, 5 all the whiz, bam, awesome things that are on it, 6 but if it didn't have tires, like if you couldn't 7 get tires on the car, that would be your longest 8 pole. 9 Q. I see. 10 A. It doesn't necessarily mean that you're 11 going to spend all your time making tires, it may 12 even be the tires are easy. But if you don't have 13 tires, your Tesla is going nowhere. And it's kind 14 of like that. 15 Q. Okay. So using that anal- -- using that 16 explanation -- 17 A. Yeah. 18 Q. -- this sentence is saying, If you don't 19 have lasers, then you're not going to be able to -- 20 to have the AV vehicle. 21 MR. CHATTERJEE: Form. 22 THE DEPONENT: That -- that is for sure, 23 yeah. 24 Q. (By Mr. Verhoeven) And -- 25 A. Well, it's not -- excuse me. It's not	12:25:55 12:26:10 12:26:23 12:26:35 12:26:45 12:26:50	1 Q. Well, let me ask you -- 2 A. Yeah. 3 Q. -- were you referring to Mr. Levandowski 4 in connection with that statement, "We need access 5 to tech"? 6 MS. DUNN: Form. 7 THE DEPONENT: Well, I mean, at this time 8 we're looking at a bunch of different vendors of 9 laser technology. 10 So there's -- there's like -- there's a 11 company called Quanergy. There's a company called 12 Velodyne. There's a company called Luminar. 13 We're looking at that, and getting access 14 to those lasers is super important, somebody who 15 knows those vendors, knows the products that they 16 have, and what's possible, what's not. 17 Are they scaling their manufacturing or 18 not? How does scale manufacturing of lasers work? 19 Like that's super important. So I don't 20 know -- I don't know exactly what this means, but 21 it could be something like that. 22 Q. (By Mr. Verhoeven) Well, it looks like 23 this is saying, in this meeting that you're in, 24 that you stated, in connection with your 25 discussions with Mr. Levandowski, that, We need	12:27:51 12:27:57 12:28:05 12:28:23 12:28:37 12:28:48
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1 access to this LiDAR technology.	12:28:52	1 A. No, not exactly. I -- you know, I'm	12:30:43
2 MS. DUNN: Form.		2 trying to guess what I'm -- what -- what -- how I	
3 Q. (By Mr. Verhoeven) Is that a fair		3 think about these things to help you understand	
4 reading of this document?		4 these notes maybe. But I think John took these	
5 MR. CHATTERJEE: Form.	12:29:01	5 notes, and I'm doing the best I can.	12:30:55
6 MS. DUNN: Form.		6 Q. I understand.	
7 THE DEPONENT: I mean, you should ask		7 You don't have any reason to believe that	
8 John Bares.		8 these notes are inaccurate, do you?	
9 My -- my statement is -- or, sorry, my		9 A. I'm sure there's inaccuracies in here. I	
10 explanation is simply that Uber didn't -- we didn't	12:29:04	10 just -- I -- I can't say specifically.	12:31:08
11 know much about lasers, to be honest. We knew a		11 Q. Do you see any inaccuracies over the	
12 little bit. We had some people who knew it, but		12 stuff we just went over?	
13 certainly at the leadership level, we felt like we		13 MR. CHATTERJEE: Form.	
14 needed more expertise in this.		14 MS. DUNN: Form.	
15 And, again, understanding who the vendors	12:29:21	15 THE DEPONENT: I just -- I -- I -- I	12:31:15
16 were, who's making what, who's got a chance to		16 don't know. I don't know. I don't understand what	
17 scale manufacturing, who doesn't, should we make it		17 all that means, so it's hard to know what's	
18 ourselves, like all those questions are things that		18 inaccurate.	
19 we were only just beginning to learn how to answer.		19 Q. (By Ms. Dunn) But you don't see anything	
20 And getting people who knew that space well is	12:29:37	20 that you know is inaccurate looking at it right	12:31:26
21 super important.		21 now?	
22 Q. (By Ms. Dunn) Why would you have said,		22 MR. CHATTERJEE: Form.	
23 just so I understand -- I understand you don't		23 MS. DUNN: Form.	
24 remember specifics --		24 THE DEPONENT: My understanding of this	
25 A. Yeah.	12:29:48	25 document is inaccurate, but I just don't know	12:31:33
			Page 204
Page 202			
1 Q. -- so I'm just going to ask you, why	12:29:48	1 enough.	12:31:35
2 would you have said in January of 2006 that --		2 Q. (By Ms. Dunn) Just for the record --	
3 A. '16.		3 A. Yeah.	
4 Q. '16. Thank you.		4 Q. -- is there anything in this area of the	
5 -- that laser, that -- referring to	12:29:58	5 page, which is page 40, and the reference to the	12:31:43
6 lasers --		6 January 4th, 2016, meeting down to -- from the top	
7 A. Yeah.		7 down to the last row before TRB panel -- do you see	
8 Q. -- that, quote, This part is easy? Close		8 that section?	
9 quote.		9 A. Yeah, yeah.	
10 MS. DUNN: Form.	12:30:06	10 Q. In that section, is there anything in	12:32:09
11 MR. CHATTERJEE: Join.		11 there that's stated that is inaccurate, to your	
12 THE DEPONENT: Well, it maybe -- I mean,		12 knowledge?	
13 again, access to tech -- like, again, if you're		13 MS. DUNN: Form.	
14 talking to Quanergy and Luminar and these things,		14 THE DEPONENT: Look, when I look at this	
15 and they're vendors, and you need to assess whether	12:30:17	15 overall page, there are inaccuracies on here.	12:32:18
16 those things work or not, that's not -- that's -- a		16 Q. (By Ms. Dunn) What's inaccurate?	
17 lot harder would be not using lasers. That would		17 A. "Assume TK is working for me."	
18 be a lot harder.		18 Q. Okay.	
19 Q. (By Ms. Dunn) Okay. So you don't think		19 A. I promise you, I did not work for	
20 he's referring to the access to the tech?	12:30:31	20 John Bares.	12:32:29
21 A. Well, I just don't know -- again, I -- I		21 Q. Where is that?	
22 think you need to ask John what exactly he means by		22 A. That's on the second line after "Org	
23 this.		23 ideas."	
24 Q. You don't remember saying that at this		24 Like I -- I am absolutely certain I never	
25 meeting?	12:30:41	25 worked for John Bares.	12:32:38
Page 203			Page 205

1 Q. Okay. I was asking you about a different 12:32:39	1 A. It's a -- is an internal subsidiary, but 12:37:32
2 part of the page.	2 valued separately for some period.
3 Did you understand that my question was 4 directed from the top of the page down to above --	3 Q. Newco is referring to the company that in
5 immediately above where it says, "TRB panel"? 12:32:53	4 the future would be what Anthony Levandowski
6 A. No.	5 created, correct? 12:37:49
7 Q. Do you see that?	6 A. That's fair. It was like a project name.
8 A. Yeah. Yeah, I see that.	7 Q. Okay. And what is this -- what's your
9 Q. In that section of the page --	8 understanding of what this is summarizing?
10 A. I see. 12:33:03	9 A. I don't know. I have to read the whole
11 Q. -- is there anything there that you are 12 reading now or you see now that is inaccurate?	10 thing. Let me see. 12:38:03
13 MS. DUNN: Form.	11 Q. Let me just ask you a question and see if
14 MR. CHATTERJEE: Form.	12 you can answer it.
15 THE DEPONENT: I don't understand what 12:33:20	13 A. Okay.
16 each line says.	14 Q. Is this summarizing a potential deal with
17 Q. (By Ms. Dunn) No, I'm just asking if 18 something stands out as being inaccurate.	15 Mr. Levandowski in which he would form a company 12:38:35
19 MS. DUNN: Form.	16 and it would be bought by Uber?
20 THE DEPONENT: I can't find anything -- 12:33:26	17 A. I'm not sure who got -- I'm just working
21 MR. CHATTERJEE: Form.	18 through it here.
22 THE DEPONENT: -- that I do understand 23 that is inaccurate.	19 It looks like it's something along those
24 Q. (By Mr. Verhoeven) Okay. Thank you.	20 lines. 12:39:01
25 A. But I promise you, I didn't work for 12:33:34	21 So I would say it appears to be.
	22 Q. Okay.
	23 A. But I haven't read the whole document,
	24 but it appears to be true, that it appears to be an
	25 accurate description. 12:39:13
	Page 208
1 John. 12:33:36	1 Q. Okay. Do you remember discussing a deal 12:39:14
2 (Discussion off the stenographic record.)	2 structure in or around January 5th with folks at
3 Q. (By Ms. Dunn) Direct your attention, in 4 the same document, to -- and this is Exhibit 367,	3 Uber for a potential deal with Mr. Levandowski in
5 direct your attention to page 46. 12:35:11	4 which he would first form a company and then later
6 A. Okay.	5 Uber would buy that company? 12:39:34
7 Q. I'm self-editing myself, so I'm not going 8 to ask you any more questions about this document.	6 MS. DUNN: Form.
9 A. Okay.	7 MR. CHATTERJEE: Form.
10 MR. VERHOEVEN: Let's mark as 12:36:42	8 THE DEPONENT: I mean, certainly in
11 Exhibit 368, an email from Cameron --	9 January we had discussions about some kind of --
12 Q. (By Mr. Verhoeven) How do you pronounce 13 her last name?	10 like the different structures we could potentially 12:39:45
14 A. Poetzscher.	11 go into in acquiring a company.
15 MR. VERHOEVEN: -- Poetzscher to several 12:36:54	12 Q. (By Mr. Verhoeven) Why would it make any
16 people, including Travis Kalanick, dated	13 sense to do a structure where you agree that first
17 January 5th, 2016.	14 Mr. Levandowski and his team would form a company
18 (Exhibit 368 was marked for	15 and then later Uber would buy that company versus 12:40:07
19 identification by the court reporter and is	16 just hiring Mr. Levandowski and -- and his team?
20 attached hereto.) 12:37:09	17 MR. CHATTERJEE: Form.
21 Q. (By Mr. Verhoeven) This is an email from 22 Cameron to you and some other people, correct?	18 MS. DUNN: Form.
23 A. Yeah. Yes.	19 THE DEPONENT: I mean, you would have
24 Q. And what is Newco that's referred to 25 there? 12:37:29	20 to -- I think there's a couple of reasons. 12:40:24
	21 One is you -- you would have to come up
	22 with some kind of -- some kind of structure to
	23 bring those employees in if you wanted to.
	24 And if you didn't -- if they didn't --
	25 if -- if there are a group of people who wanted to 12:40:46
	Page 209

1 come across, but they wanted to prevent us from 2 hiring each individual, I could imagine wanting to 3 structure a company they were all a part of, and 4 then requiring us to buy that structure in order to 5 get all of them. 12:41:02	12:40:49	1 that didn't really happen like this, but that's 2 fine. 12:43:06	12:43:23
6 So it was almost like -- kind of 7 collective bargaining almost.		3 Q. Well, I guess my question was this, 4 referring to this document, Exhibit 368, was 5 discussed in January not -- not eventually, but in 12:43:23 6 January in 2016.	
8 Q. (By Mr. Verhoeven) Who -- who would want 9 to prevent you from hiring the people directly? I 10 didn't understand. 12:41:11	12:41:11	7 A. Yeah, but this is not the structure we 8 ended -- we didn't end up with this structure. So 9 this was like an option, but it doesn't seem like 10 we ended up with something that looked like this. 12:43:35	
11 A. So let's say -- let's say there was a 12 group -- let's say hypothetically you had a group 13 of 20 people who wanted to go start something 14 together, but they were getting persuaded or 15 convinced, like, hey maybe they should start that 12:41:23		11 Q. I understand that.	
16 something or build that something with a 17 partnership with somebody else.		12 A. Okay.	
18 Q. Okay.		13 Q. Sorry. I'm just asking you, in January 14 of 2016, does this look like what was being 15 discussed, referring to the exhibit? 12:43:44	
19 A. Those folks might be really, really 20 worried about us talking to each of the individuals 12:41:34		16 A. Well, I mean, the email was sent, so 17 yeah.	
21 and getting a far better deal for us by picking 22 them off one a time versus being forced to do the 23 whole thing at once. Right?		18 MR. VERHOEVEN: Before we do another 19 document, do we need a break? 12:44:00	
24 Q. Did Mr. Levandowski, was he pushing this 25 structure? Do you remember? 12:41:55	12:41:55	20 THE DEPONENT: Yes. 12:44:00	
	Page 210	21 MR. VERHOEVEN: All right. Let's go off 22 the record.	
		23 THE VIDEOGRAPHER: Okay. Going off the 24 record. The time is 12:43.	
		25 (Recess taken.) 12:44:28	Page 212
1 MR. CHATTERJEE: Form. 12:41:59		1 THE VIDEOGRAPHER: This marks the 2 beginning of DVD No. 3 in the deposition of 3 Travis Kalanick. Going back on the record. The 4 time is 1:21.	01:21:15
2 THE DEPONENT: I mean, generally, he was 3 not -- he was not okay or in any way tolerant of a 4 situation where we hired individuals.		5 (Exhibit 369 was marked for 6 identification by the court reporter and is 7 attached hereto.) 01:21:23	
5 Q. (By Mr. Verhoeven) And what did he say 12:42:08		8 MR. VERHOEVEN: I would like to mark as 9 Exhibit 369 an email from Cameron Poetzscher?	
6 to you about that?		10 A. Poetzscher. 01:21:35	
7 A. He said, I'm going to start a company. 8 It's going to be a trucking company.		11 Q. Poetzscher?	
9 I mean, eventually, he got there. He had 10 a lot of different options at the beginning, a lot 12:42:17		12 A. Yeah.	
11 of different areas he was exploring.		13 Q. To -- Mr. Kalanick and some other folks, 14 January 9th, 2016. What is "Project Dollar Sign"?	
12 And if you want -- if you want access to 13 this kind of talent, you're going to have to buy 14 the whole thing. Kind of all or nothing.		15 A. I think that's referring to this project. 01:22:13	
15 Q. And this was -- is it your recollection 12:42:33		16 Q. Why was it called Project Dollar Sign?	
16 that --		17 A. Because I -- I started calling this -- I 18 started talking about Uber super-duper.	
17 A. Yeah.		19 Q. Uber super-duper?	
18 Q. -- this was discussed in or around 19 January 5th of 2016 with him?		20 A. Uber super-duper, which was U.S.D., and 01:22:37	
20 A. I mean, this sort of describes a 21 structure that we would acquire, but it's -- 22 it's -- it's -- it doesn't look like where we 23 ultimately ended up.	12:42:41	21 dollar sign just seemed like a more fun way of 22 doing it.	
24 So I don't know -- I mean, I think things 25 changed over time, but this is one potential thing 12:42:57	12:42:57	23 Q. And why did you call it Uber super-duper?	
	Page 211	24 A. I don't know.	
		25 Q. You thought it was a super-duper deal? 01:22:49	Page 213

1 A. Yeah, I just -- you know, I'm always 2 having fun. 3 Q. Okay. This is an email that you received 4 on January 9th, 2016, correct? 5 A. Yeah. Yeah, I think so. Yeah. 6 Q. And it states, "He came back to us with 7 proposed milestones yesterday. See attached." 8 Do you see that? 9 A. Yeah. 10 Q. And below that email, it's -- it's in 11 response to an earlier email from yourself, 12 correct? 13 A. Yeah. 14 Q. And that's dated same day; it's 15 January 9th, 2016? 16 A. Yeah. 17 Q. And you sent that email, correct? 18 A. Looks like it, yes. 19 Q. Do you remember discussing milestones -- 20 negotiating milestones with Mr. Levandowski in 21 January -- in or about January 9 of 2017? 22 A. I know people were talking about 23 different structures, and milestones was certainly 24 one of them. And I wasn't involved in the details 25 on this, but certainly, it looks like, being kept	01:22:51 01:23:01 01:23:16 01:23:25 01:23:37 01:23:54	1 it is. I am not sure. 2 Q. (By Mr. Verhoeven) Do you -- they refer 3 to compensation, right? 4 A. Again, I don't know. I just don't -- I 5 don't know. 6 Q. Well, setting down the document, was it 7 your understanding -- you -- you remember a 8 discussion of milestones, right? 9 A. Yes. 10 Q. And you remember that the milestones 11 would be associated with the compensation as part 12 of the deal, right? 13 A. Yes. 14 Q. Okay. 15 A. Yes. 16 Q. So you don't have any reason to believe 17 those percentages aren't associated with the 18 compensation, right? 19 MS. DUNN: Form. 20 MR. CHATTERJEE: Form. 21 THE DEPONENT: I -- I don't know 22 what they -- what they refer to. They -- they 23 could very well refer to that. 24 Q. (By Mr. Verhoeven) Okay. You can set 25 that document aside.	01:25:18 01:25:29 01:25:40 01:25:51 01:25:59 01:26:20
1 abreast of it. 2 Q. And if you turn to the next -- the back 3 page that has the list of draft milestones. 4 Do you see that? 5 A. Yeah. 6 Q. Is that what it looks like to you? 7 MR. CHATTERJEE: Form. 8 THE DEPONENT: Yeah. It looks like 9 different types of milestones. 10 Q. (By Mr. Verhoeven) Well, this was sent 11 to you in January, right? 12 A. Yeah. Yes. 13 Q. And at this time, Mr. Levandowski was 14 still a Google employee, right? 15 A. Yeah, I believe so. 16 Q. And this was contemplating an acquisition 17 of a company to be formed in the future, correct? 18 A. I think so, yeah. 19 Q. And then these are milestones that 20 Mr. Levandowski and his group would need to achieve 21 in order to get the percentage compensations listed 22 on the right, correct? 23 MS. DUNN: Form. 24 THE DEPONENT: Yeah, I don't know what 25 the percents are on the right. That might be what	01:24:01 01:24:07 01:24:30 01:24:42 01:25:00 01:25:15	1 A. Okay. 2 MR. VERHOEVEN: I would like to mark as 3 Exhibit 370 an email string bearing Control Numbers 4 60147 through 156. 5 (Exhibit 370 was marked for 6 identification by the court reporter and is 7 attached hereto.) 8 Q. (By Mr. Verhoeven) Mr. Kalanick, I don't 9 want you to read this whole thing -- 10 A. Okay. 11 Q. -- but feel free to familiarize yourself 12 with the string. I am going to have a question on 13 the page that bears Control Number 150? 14 A. Okay. Okay. 15 Q. And there's an email from 16 Cameron Poetscher to Emil Michael, and you are 17 cc'd on it. It is dated January 20th, 2016. 18 Do you see that? 19 A. Yeah. I think it's from Emil to Cameron. 20 Q. I'm directing you just to the bottom. 21 A. Oh, I see. Sorry. I missed that. Yeah. 22 Q. You see that one? 23 A. Yeah. 24 Q. Go ahead and read that to yourself, the 25 text.	01:26:22 01:26:50 01:27:07 01:27:29 01:27:49 01:28:00

1	A. Okay.	01:28:21	1	the deal?	01:30:35
2	Q. There's another paragraph to it, but...		2	A. I don't remember specifically.	
3	A. Oh.		3	Q. Okay. Would you agree that [REDACTED]	
4	Q. Okay. Going back to the first paragraph		4	[REDACTED] at this time, would be a lot of money for	
5	on May 25 -- this -- sticking with this email --	01:28:39	5	25 people?	01:30:47
6	A. Uh-huh.		6	MS. DUNN: Form.	
7	Q. -- do you see where it say [REDACTED]?		7	THE DEPONENT: Well, I think it's very	
8	A. Yeah.		8	much dependent upon how that compensation is	
9	Q. That's [REDACTED]		9	structured.	
10	A. Yeah.	01:28:48	10	Q. (By Mr. Verhoeven) Okay. But -- all	01:31:02
11	Q. What -- what is your under- -- well, you		11	right. That's a fair -- I will move on.	
12	were involved -- I take it you were involved in		12	You can go to a new exhibit --	
13	this discussion with your management team about		13	A. What's that?	
14	negotiating the financial terms of the deal with		14	Q. You can put that aside.	
15	Mr. Levandowski?	01:29:02	15	A. Okay.	01:31:16
16	A. Yeah, that's true.		16	MR. VERHOEVEN: Let's mark as Exhibit 371	
17	Q. Okay. Can you tell me what this [REDACTED]		17	an email string bearing Control Numbers 60665 --	
18	[REDACTED] is in reference to?		18	Uber 60665 through 676.	
19	A. I don't know. I don't know for sure.		19	(Exhibit 371 was marked for	
20	It's --	01:29:13	20	identification by the court reporter and is	
21	Q. [REDACTED]		21	attached hereto.)	
22	[REDACTED]		22	Q. (By Mr. Verhoeven) Now, this is a long	
23	A. [REDACTED]		23	string. Feel free to familiarize yourself with it	
24	Q. Yeah. So you interpret this [REDACTED]		24	to the extent you need to.	
25	[REDACTED]	01:29:26 Page 218	25	My question -- my first question concerns	01:32:21 Page 220
1	[REDACTED]	01:29:29	1	the email on page 665 through 666, on the bottom of	01:32:27
2	Q. And that's the way you were negotiating		2	665, from Cameron, where it says,	
3	with Mr. Levandowski at this time?		3	"Cameron Poetscher wrote...?"	
4	A. It -- yeah, probably. I mean, I -- I --		4	A. Yeah. Okay. What about it?	
5	my understanding, we ended up different than what	01:29:38	5	Q. If you go to the end, it says, "Jeff, I	01:32:53
6	this is sort of contemplating. But that appears to		6	think we need to do some quick work on per capita	
7	7 be what's going on here.		7	equity for these guys versus other recent hires to	
8	Q. And then if you look up to the top email		8	show them their math is wrong on not getting a	
9	on page 150, that's an email from Emil Michael to		9	sufficient premium to off-the-street folks."	
10	Cameron Poetscher, and cc'ing yourself, correct?	01:29:54	10	Do you see that?	01:33:15
11	A. Yeah.		11	A. Uh-huh.	
12	Q. And Emil says, "But that's" -- all caps		12	Q. That's referring to -- where it says	
13	-- "a LOT of money for 25 people. A lot."		13	"them," that's referring to Mr. Levandowski and his	
14	Do you see that?		14	team?	
15	A. Yeah. Yeah.	01:30:08	15	A. Yeah. I mean, that seems about right.	01:33:28
16	Q. Do you remember having any discussions		16	Q. And they were demanding a premium over	
17	17 with Mr. Michael about this payment and whether it		17	people you could just buy in the industry?	
18	was too much?		18	MS. DUNN: Form.	
19	A. I don't remember specific conversations,		19	THE DEPONENT: I think there's a	
20	but I think also it -- it may have been a	01:30:18	20	difference between when you just hire individuals	01:33:39
21	misunderstanding of the structure of the deal		21	that come in through resumes, your job Website,	
22	22 itself, due to a -- a misunderstanding of the		22	versus a group of people who have worked together,	
23	23 structure of the deal.		23	you know.	
24	Q. Did you have a discussion with		24	Q. (By Mr. Verhoeven) What extra value does	
25	25 Mr. Michael about any misunderstanding he had of	01:30:32 Page 219	25	that give you?	01:33:54 Page 221

1 A. It means you can -- you get a team of 2 people that work together, you are going to -- you 3 are going to -- you are going to move faster. You 4 are going to be able to build and innovate faster 5 than you otherwise would. 01:34:10	1 would do things that were dumb and make mistakes; 01:36:15 2 whereas, the person with experience would know 3 that's not the way you want to go; you want to go 4 somewhere else, right?
6 Q. And why is that?	5 MS. DUNN: Objection to form. 01:36:24
7 A. Like, if you take somebody in, and they 8 are used to working one way, they put on a team 9 that's used to working another way. Everybody has 10 to get to know each other. It just takes a lot of 01:34:24 11 time to get people gelling as a team.	6 THE DEPONENT: The toy manufacturer would 7 have to do a lot of research, understanding sort of 8 industry-known techniques for building cars; 9 whereas, the person who is already in the 10 car-building industry already knows those basics. 01:36:38
12 Q. Did you have any discussions with 13 Mr. Levandowski or his team concerning his request 14 for premium over off-the-street folks?	11 Q. (By Mr. Verhoeven) But, here, we are 12 talking about folks in the AV tech industry versus 13 folks in the AV tech industry, right?
15 MS. DUNN: Form. 01:34:43	14 MR. CHATTERJEE: Form.
16 THE DEPONENT: I mean, this whole deal 17 was about a premium over off-the-street folks. I 18 mean, the whole deal was about how do -- how does 19 Uber bring on a large group -- as large as possible 20 group of people that are super talented in the 01:34:58 21 space -- in a space that is, you know, getting more 22 and more interest from more and more big tech 23 companies, where talent -- there's not a lot of 24 talent that -- that has the experience in the 25 space. 01:35:14	15 MS. DUNN: Objection to form. 01:36:55 16 THE DEPONENT: I don't know if that's 17 clear; but, certainly, getting a team of people 18 together that's worked -- that's some of the best 19 experts in the world, and get them on board, 20 working as a team as quickly as possible, is 01:37:09 21 incredibly valuable.
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1 So we felt that it was important to move 01:35:16 2 fast on talent and that that was worth a premium.	22 I mean, you look at the deals that were 23 going on at this time. You have, like a cruise 24 deal that was in, like, the billion-dollar range.
3 Q. (By Mr. Verhoeven) They knew what to do 4 and what not to do?	25 You have companies like Amazon, Apple, others sort 01:37:19 Page 224
5 MR. CHATTERJEE: Form. 01:35:26	
6 MS. DUNN: Form.	
7 THE DEPONENT: I mean, look, if I were --	1 of sniffing around, bringing on talent at, like, 01:37:23 2 exorbitant rates.
8 if I were in the car manufacturing business, I	3 And to be honest, if you just look at any
9 would do better for myself to hire people who are	4 scan of AV acquisitions or machine learning or
10 in the car manufacturing business versus somebody 01:35:43	5 other types that are related, the kinds of 01:37:38 6 acquisitions and the kind of premium that the
11 who builds toys for kids.	7 talent is getting right now, it's not really
12 Right?	8 disputable that that's just normal.
13 Q. (By Mr. Verhoeven) Right.	9 Q. (By Mr. Verhoeven) Why are they getting
14 A. Because they know they have experience	10 such a premium? 01:37:50
15 doing the things that they are going to be doing. 01:35:52	11 A. Because they are in high demand.
16 And that's typically how hiring works.	12 Q. Well, that begs the question: Why are
17 Q. They would know how to proceed; whereas,	13 they in high demand?
18 the person that was the toy manufacturer, I think	14 A. What's that?
19 you said, would not, correct?	15 Q. Why are they in high demand? 01:37:59
20 A. Yeah. They just have -- 01:36:06	16 A. Because, like, there are only so many
21 MR. CHATTERJEE: Form.	17 people who are really good at machine learning as
22 MS. DUNN: Objection to form.	18 it relates to perception software, and there's a
23 THE DEPONENT: Sorry. Yeah, they have	19 lot more demand for those people than there is
24 experience in that space. And that's important.	20 people that can do it. And so the price goes up. 01:38:18
25 Q. (By Mr. Verhoeven) The toy manufacturer 01:36:14	21 Q. Did Mr. Levandowski's group offer a
Page 223	
26	22 better -- higher value to you than some other group
27	23 in the AV industry?
28	24 MS. DUNN: Form.
29	25 MR. CHATTERJEE: Form. 01:38:30
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1 THE DEPONENT: I mean, this was just a 01:38:32	1 string of emails. So if you need to, feel free to 01:41:41
2 high-quality team.	2 review it to get context. I am not going to ask
3 Q. (By Mr. Verhoeven) Well, you thought it	3 you about the whole thing.
4 was the highest quality around, right?	4 A. But you want to -- should I read it?
5 A. I think that -- so at that -- yeah, at 01:38:43	5 Q. No. I'm just letting you know, if you 01:41:52
6 the time, I was -- I was convinced that Anthony was	6 want to. It said this with all of the emails,
7 one of the best minds in the world in autonomy.	7 beginning with the strings.
8 And I still think that is probably the case.	8 A. Okay. Just give me a second.
9 Q. Direct your attention to page -- with the	9 Q. Just for your information, it is on
10 Control Number 668. And I want to ask you a 01:39:02	10 page 3620. 01:42:17
11 question about the top email --	11 A. Okay. Just give me a second to read
12 A. Uh-huh.	12 through this.
13 Q. -- from Jeff Holden.	13 MS. DUNN: Take the time you need.
14 Do you see that?	14 THE DEPONENT: Okay.
15 A. Yeah. Yeah. 01:39:20	15 Q. (By Mr. Verhoeven) Direct your attention 01:44:02
16 Q. And he says, "Travis' guidance on this	16 to the page bearing 3620?
17 was to move as fast as possible and to try to get	17 A. Yup.
18 the definitive docs signed by a few days after he's	18 Q. At the bottom, there's an email from
19 back in the office."	19 Cameron Poetzscher, dated January 27th, in which
20 A. Yeah. 01:39:36	20 you are cc'd. 01:44:18
21 Q. Do you remember pushing to get the deal	21 Do you see that?
22 done as fast as possible?	22 A. Yes.
23 A. I do that with every deal.	23 Q. And it says, "We have a tentative deal
24 Q. So -- so do you remember it?	24 with respect to Newco."
25 A. No, but that doesn't surprise me. 01:39:50	25 Do you see that? 01:44:27
Page 226	
Page 228	
1 Q. Okay. And why would you want to have the 01:39:53	1 A. Oh, yeah. Yeah, I see that. 01:44:28
2 deal done as fast as possible?	2 Q. And that's a reference -- Newco is a
3 A. Deals don't happen when you take too much	3 reference to the Anthony Levandowski structure,
4 time.	4 right?
5 Q. Why? 01:40:05	5 MS. DUNN: Form. 01:44:38
6 A. I don't know. It's just a human thing.	6 THE DEPONENT: I think we just called --
7 Q. What happens to break them down if they	7 we just called the deal Newco.
8 take too long?	8 Q. (By Mr. Verhoeven) Okay. So it's a
9 MS. DUNN: Form.	9 reference to the deal with Anthony Levandowski?
10 MR. CHATTERJEE: Form. 01:40:32	10 A. Yeah. 01:44:45
11 THE DEPONENT: They maybe get an offer	11 Q. Okay. And at the bottom, it says, [REDACTED]
12 from another -- from another company that's	12 [REDACTED]
13 interested in them. Maybe they lose interest in	13 [REDACTED]
14 working with you. Maybe they think that you are	14 Do you see that?
15 not interested. I mean, it could be a whole host 01:40:39	15 A. Yeah. 01:44:58
16 of reasons.	16 Q. So what -- that's referring to [REDACTED]
17 Q. (By Mr. Verhoeven) You can put that	17 [REDACTED]
18 exhibit away.	18 A. Yeah.
19 MR. VERHOEVEN: I would like to mark as	19 Q. [REDACTED]
20 Exhibit 372 an email string bearing Control Numbers 01:41:08	20 [REDACTED] 01:45:10
21 Uber 63618 to 622.	21 [REDACTED]
22 (Exhibit 372 was marked for	22 A. I think it's that; plus, they need to hit
23 identification by the court reporter and is	23 milestones.
24 attached hereto.)	24 Q. Okay. At this point, the milestones are
25 Q. (By Mr. Verhoeven) Again, this is a 01:41:41	25 agreed, according to this document, correct? 01:45:23
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1 A. That's what it appears to be. 01:45:26	1 talking to us about working with us or talking to 01:47:40
2 Q. Okay. It says, "As part of the deal, 2 us and then going back to Google and telling him --	3 telling them everything that he learned by talking
3 Levandowski wants to report directly to you." 4 to us.	4
4 Do you see that sentence?	5 Q. (By Mr. Verhoeven) And you didn't want 01:47:51
5 A. Yeah. 01:45:36	6 him to do that?
6 Q. It's right above the milestone sentence?	7 A. No.
7 A. Yeah, I see it.	8 Q. Why not?
8 Q. What is your understanding of what his 9 reasons were for that?	9 A. Because we try to keep our -- what we do
10 A. Everybody wants to report to me. 01:45:44	10 confidential. 01:47:58
11 Q. Just that he would have access to you; is 11 Q. Was one reason that you didn't want him	12 that your understanding?
12 that your understanding?	12 to do that because you were -- you thought Google
13 A. Yeah. It's one of the hardest parts of 13 might object or take action?	14 MS. DUNN: Form.
14 my job, is convincing people not to work for me.	15 MR. CHATTERJEE: Form. 01:48:11
15 Q. Okay. If you look at the last 01:45:55	16 THE DEPONENT: You know, look, if we are
16 paragraph of this email?	17 talking to a bunch of employees of Google about
17 A. Mm-hm. Yeah.	18 coming over to Uber, you don't go over to Google
18 Q. It says, "We should not let Salesky know 19 and say, hey, I'm talking to your employees.	19 anything further about this," and then it goes on.
20 Do you see that? 01:46:09	20 Right? 01:48:25
21 A. Yeah, Salesky.	21 Q. (By Mr. Verhoeven) Fair enough.
22 Q. Who is Salesky?	22 A. It's just a normal thing.
23 A. He -- he has his own autonomy start-up at 23 Q. But the reason you don't do that is	24 this point. He used to work --
24 because they would get upset, correct?	25 MS. DUNN: Form. 01:48:33
25 Q. What's -- what's his name, first name? 01:46:22	Page 232
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1 A. I don't remember. He's always been 01:46:23	1 THE DEPONENT: Yeah. Either they get 01:48:33
2 referred to as Salesky. I've never met him in 2 upset, or they get -- they find ways to retain	3 those people versus them moving to another company.
3 person.	4 Q. (By Mr. Verhoeven) And at the bottom, it
4 Q. Okay.	5 says, "I am quite worried about what he may say to 01:48:46
5 A. But he has his own autonomy start-up. He 01:46:30	6 Larry."
6 used to work for Google.	7 Do you see that?
7 Q. I see.	8 A. Yeah, I do.
8 A. Yeah. And he was talking -- there were 9 Q. That's a reference to Larry Page?	9
9 some conversations, if I understand -- I never met 10 A. Likely. 01:48:55	10
10 him -- but there were some conversations between 01:46:46	11 Q. You can put that one away.
11 him and our team around the same time.	12 A. Okay.
12 Q. And then --	13 MR. VERHOEVEN: Let's mark as Exhibit 373
13 A. Lots of people were looking to leave 14 an email dated January 26th, 2016 from	15 Cameron Poetzscher to Travis Kalanick. 01:49:19
14 Google at this time. And most of their top people 16 (Exhibit 373 was marked for	17 identification by the court reporter and is
15 were leaving. 01:47:02	18 attached hereto.)
16 Q. And what is your understanding of why --	19 Q. (By Mr. Verhoeven) This is an email from
17 if you have one, why Cameron is saying that Uber 20 Cameron to you, dated January 28th, 2016, correct? 01:49:50	20
18 shouldn't let him know anything about this deal?	21 A. Looks like it, yes.
19 MS. DUNN: Form.	22 Q. And the subject is Newco?
20 THE DEPONENT: Because Salesky was -- my 01:47:16	23 A. Yes.
21 understanding -- again, I've never met him, but my 24 Q. And it is -- it says, "Did you tell	24
22 understanding of the meetings they had with him,	25 Anthony that you would indemnify them if they get 01:50:03
23 you could never quite trust him.	Page 233

1 sued by G as part of or after the deal?"	01:50:07	1 Do you see that?	01:53:16
2 Do you see that?		2 A. Yeah.	
3 A. Yeah.		3 Q. Do you remember having a meeting --	
4 Q. G refers to Google?		4 A. Yeah.	
5 A. Likely.	01:50:16	5 Q. -- with Mr. Levandowski or his people --	01:53:19
6 Q. Do you remember this email?		6 A. Yeah.	
7 A. No.		7 Q. -- in or about March 11th --	
8 Q. Do you remember talking with Cameron		8 A. Yeah.	
9 about indemnifying Mr. Levandowski if he got sued		9 Q. -- 2016?	
10 by Google as part of the deal that you were talking	01:50:29	10 A. Yeah, yeah. This -- this is actually the	01:53:27
11 with him about?		11 meeting -- this is the meeting we were referring to	
12 MS. DUNN: Form.		12 earlier.	
13 THE DEPONENT: I don't remember that, no.		13 Q. About the five discs?	
14 Q. (By Mr. Verhoeven) Did you, in fact,		14 A. Yeah, correct. Or the discs, generally,	
15 tell Anthony that you would indemnify his group if	01:50:40	15 yes.	01:53:38
16 they got sued by Google as a result of the deal?		16 Q. Yeah. Okay. It says -- if you look at	
17 A. I don't remember that specifically.		17 the little dash bullets --	
18 Q. Do you have any reason to believe you did		18 A. Yeah.	
19 not?		19 Q. -- with the little dashes on them --	
20 A. I just don't remember.	01:50:57	20 A. Yeah.	01:53:46
21 Q. It says, "They are under that		21 Q. -- the last dash bullet says, "Number of	
22 impression."		22 diligence employees for forensic diligence."	
23 Do you see that?		23 A. Yeah.	
24 A. Uh-huh.		24 Q. Does that refresh your recollection about	
25 Q. That's a yes?	01:51:06	25 any discussions that there would be diligence	01:53:59
			Page 236
1 A. Yes. Sorry. Yes.	01:51:07	1 employees that Stroz would conduct forensic	01:54:03
2 Q. They are under that impression because		2 diligence on?	
3 they think you told him that, right? Is that how		3 A. It certainly refreshes my memory of what	
4 you read this?		4 the topics of the meeting were sort of about.	
5 A. It looks like they are under the	01:51:18	5 Q. What was the forensic diligence going to	01:54:17
6 impression that they would get indemnified if they		6 be on?	
7 were sued by Google. It doesn't appear to be that		7 A. Yeah, it was going to be on this -- you	
8 they were under the impression that I told them.		8 know, the -- the group of people we were doing the	
9 Q. Okay. And you have no recollection of		9 transaction with.	
10 any of this?	01:51:35	10 Q. Did the discussion of doing a forensic	01:54:31
11 A. I -- I don't.		11 diligence -- withdrawn.	
12 Q. Do you have any recollection of		12 Was the discussion of doing forensic	
13 discussing indemnification as part of the deal?		13 diligence the result of Mr. Levandowski's	
14 A. No.		14 disclosure that he had discs that contained Google	
15 MR. VERHOEVEN: I'm going to mark as	01:51:45	15 information?	01:54:47
16 Exhibit 374 a meeting notice on Google Calendar		16 A. I think my understanding is, we were	
17 bearing Control Number UB1424.		17 doing that diligence regardless of that disclosure.	
18 (Exhibit 374 was marked for		18 Q. Okay. Did someone tell you that at this	
19 identification by the court reporter and is		19 meeting?	
20 attached hereto.)	01:52:43	20 A. I don't know. I don't know.	01:55:01
21 Q. (By Mr. Verhoeven) You see this is a		21 Q. But you don't believe that, at this	
22 calendar note, dated March 11, 2016 to yourself?		22 meeting, there was any discussion of doing forensic	
23 A. Yeah. Yup. I see that, yes.		23 diligence as a result of Mr. Levandowski's	
24 Q. Okay. And under "More Details," it says		24 disclosure that he had files containing Google	
25 "Newco meeting with principals."	01:53:11	25 information?	01:55:16
			Page 237

1 A. My recollection is, his disclosure came 01:55:18	1 of the fact that, as part of the deal, there would 01:57:31
2 at the end of the meeting.	2 be forensic diligence on his devices?
3 Q. So it was after the discussion of	3 MS. DUNN: Form.
4 diligence employees and forensic diligence?	4 THE DEPONENT: This was -- I remember
5 A. That's my assumption. My -- you know, 01:55:29	5 that being at the end of the meeting. So I don't 01:57:45
6 it's been a long time since the meeting. I --	6 know if we talked about the number of the diligence
7 that's my best guess.	7 employees. I don't remember. But if we did cover
8 Q. What do you remember about a discussion	8 all of this, then it would have come after that.
9 of the number of diligence employees in forensic	9 Q. (By Mr. Verhoeven) Okay. You can put
10 diligence at this meeting? 01:55:42	10 that away. 01:57:59
11 A. I don't remember anything about it.	11 MR. VERHOEVEN: Let's mark -- let's mark
12 Q. Why is it that you remember the	12 as Exhibit 375 an email dated March 21, 2016 from
13 disclosure of the files that had Google information	13 Cameron Poetscher to Travis Kalanick, bearing
14 on them at this meeting, but not the discussion of	14 Control Numbers Uber 60643 through 644.
15 forensic diligence? 01:55:56	15 (Exhibit 375 was marked for 01:58:38
16 MR. CHATTERJEE: Form.	16 identification by the court reporter and is
17 MS. DUNN: Form.	17 attached hereto.)
18 THE DEPONENT: Some things in a meeting	18 Q. (By Mr. Verhoeven) You will see that the
19 are more eventful and memorable than others.	19 attachment to this document has been withheld for
20 Q. (By Mr. Verhoeven) So it was more 01:56:04	20 privilege. 01:59:10
21 memorable to you that he disclosed that?	21 Do you see that?
22 A. For sure.	22 A. Yeah. Yeah, I see that.
23 Q. What was your reaction when he disclosed	23 Q. And for the record, we object to that
24 it at this meeting?	24 fact and intend to move to compel that.
25 MR. CHATTERJEE: Form. 01:56:14	25 The -- the attachment said -- or the 01:59:24
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1 THE DEPONENT: My reaction was that no 01:56:15	1 email on the attachments line, it says, 01:59:26
2 files -- no content from his former employer can	2 "Project Zing, timing update."
3 come to Uber under any conditions and that he	3 Do you see that?
4 needed to talk to an attorney to figure out how to	4 A. Yeah.
5 properly do that. 01:56:27	5 Q. What does Project Zing refer to? 01:59:36
6 Q. (By Mr. Verhoeven) Why -- why did he	6 A. No idea.
7 tell you that he had those files at this meeting?	7 Q. Is that another name for the deal with
8 MS. DUNN: Form.	8 Mr. Levandowski?
9 MR. CHATTERJEE: Form.	9 A. I have no idea what it is.
10 THE DEPONENT: He probably felt like we 01:56:48	10 Q. Well, this was sent to you, right? 01:59:50
11 were going to find out one way or another.	11 A. Correct.
12 Q. (By Mr. Verhoeven) Do you remember what	12 Q. It says in the first paragraph, "They
13 he said one way or the other?	13 were supposed to get us their diligence materials
14 MR. CHATTERJEE: Form.	14 by last Sunday night, and we only got Anthony's
15 THE DEPONENT: I am sorry. I didn't 01:57:00	15 questionnaire on Friday and are still waiting on 02:00:06
16 understand the question.	16 three other employees, also still waiting on the IP
17 Q. (By Mr. Verhoeven) Do you remember what	17 diligence info from them."
18 he said one way or the other at this meeting?	18 Do you see that?
19 A. I don't remember specifically what he	19 A. I do.
20 said, but I remember, generally, him making some 01:57:07	20 Q. So does this refresh your recollection 02:00:18
21 kind of disclosure about having some kind of either	21 that Project Zing concerned the deal with
22 backup disc or some kind of content that was from	22 Anthony Levandowski?
23 his former employer. It was like backup data from	23 A. I mean, I assume it had something to do
24 former employer, something like that.	24 with that. I just don't remember anything about
25 Q. And that was after the discussion of -- 01:57:30	25 anything called Project Zing. 02:00:33
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1 Q. Do you remember getting this email?	02:00:40	1 A. I have no idea.	02:03:07
2 A. No.		2 Q. Okay. Put that one aside.	
3 Q. Do you remember hearing that		3 MR. VERHOEVEN: Let's mark as Exhibit 376	
4 Mr. Levandowski and his team were late on getting		4 what appears to be a part of a text message bearing	
5 diligence materials to the Stroz people?	02:00:51	5 Control Numbers LEV2310.	02:03:39
6 A. Say that question again, please.		6 (Exhibit 376 was marked for	
7 Q. Do you remember hearing that		7 identification by the court reporter and is	
8 Anthony Levandowski and his team were late in		8 attached hereto.)	
9 getting their materials to the Stroz people?		9 MR. VERHOEVEN: Before you give it to	
10 MR. CHATTERJEE: Object to the form.	02:01:12	10 him, let me hand them out. Yeah. Hold on.	02:03:58
11 MS. DUNN: Form.		11 Does anyone have any objections if I give	
12 THE DEONENT: I don't remember.		12 the -- show the witness this? You can see the	
13 Q. (By Mr. Verhoeven) Okay. Do you		13 witnesses' names on it.	
14 remember the part of the diligence concerning IP?		14 MS. DUNN: I do see that. Let me check	
15 A. I know that there was diligence and that	02:01:30	15 with my boss.	02:04:17
16 IP diligence is a big part of any diligence that		16 MS. GOODMAN: I think the protective	
17 you do in a transaction.		17 order allows for authors who are seeking some	
18 Q. It says, "Also still waiting on the IP		18 documents marked confidential or AEO to see them in	
19 diligence info from them."		19 deposition.	
20 Do you see that?	02:01:44	20 MR. VERHOEVEN: Okay. Go ahead and give	02:04:28
21 A. I do.		21 it to him?	
22 Q. What was that referring to?		22 Q. (By Mr. Verhoeven) Is this a printout of	
23 A. I have no idea.		23 a text message Mr. Levandowski sent to you?	
24 MR. CHATTERJEE: Form.		24 A. It may be, yeah. Looks like it.	
25 Q. (By Mr. Verhoeven) No idea?	02:01:50	25 Q. Okay. And it says [REDACTED]	02:04:50
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1 A. No idea.	02:01:51	1 [REDACTED]	02:04:55
2 Q. Did you ask Cameron what it was referring		2 [REDACTED]	
3 to, based on this email?		3 [REDACTED]	
4 A. I don't think so.		4 [REDACTED]	
5 Q. It says, "A detailed status update is	02:02:06	5 Do you see that?	02:05:07
6 attached."		6 A. I do.	
7 Do you see that? Second-to-last?		7 Q. Do you have any recollection of having	
8 A. Yeah. Yeah.		8 discussions with Mr. Levandowski about these	
9 Q. Do you remember receiving status updates		9 diligence questionnaires?	
10 on diligence materials from your team?	02:02:17	10 A. No.	02:05:17
11 A. I got a couple diligence updates from my		11 Q. This indicates that you had texts with	
12 general counsel, so...		12 him about the diligence questionnaires, right?	
13 Q. This looks like to me like you are		13 A. Yeah, it appears to be that, yes.	
14 getting a diligence update from Cameron. Is that		14 Q. But you don't remember any of these?	
15 what it looks like to you?	02:02:42	15 A. No, no.	02:05:28
16 MS. DUNN: Form.		16 Q. What about the design questionnaires for	
17 THE DEONENT: It does, yeah.		17 the IP check?	
18 Q. (By Mr. Verhoeven) Okay.		18 A. Yeah, no.	
19 A. Let's see. Hold on -- let me -- before I		19 Q. You have no recollection of that?	
20 -- one second. It's not clear that I'm getting a	02:02:51	20 A. I do not.	02:05:38
21 diligence update here, actually. It's some kind of		21 Q. But you -- but it looks like you had	
22 update. It says a "detailed status update." It's		22 texts with Mr. Levandowski concerning that, right?	
23 not clear to me that it's a diligence update.		23 MS. DUNN: Form.	
24 Q. Did Project Zing refer to the diligence		24 THE DEONENT: It appears to be so.	
25 that was being done?	02:03:06	25 MR. VERHOEVEN: Okay. Let's mark as	02:05:49
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1 Exhibit 377 another text message from 2 Anthony Levandowski, bearing Control Number Uber 3 73891. 4 (Exhibit 377 was marked for 5 identification by the court reporter and is 6 attached hereto.) 7 MR. VERHOEVEN: Counsel I assume there's 8 no problems with giving -- showing this to -- 9 MS. DUNN: Yeah, no problem. 10 MR. VERHOEVEN: Okay. Go ahead and give 11 it to him. Sorry. 12 Q. (By Mr. Verhoeven) And do you see under 13 "participants," colon? 14 A. Yeah. 15 Q. And there's a phone number? 16 A. Yeah. 17 Q. Is that your phone number? 18 I promise we will keep it confidential. 19 A. Yes, it is my phone number. 20 Q. Okay. So this is a text, in part, to 21 you, correct -- 22 A. Yeah. 23 Q. -- from Mr. Levandowski? 24 A. Yes. 25 Q. And he's -- this is time-stamped	02:06:15 02:06:27 02:06:49 02:07:14 02:07:23 02:07:34	1 like, in a normal course of business. It's not. 2 So... 3 Q. That's fine. You can put that away. 4 MR. VERHOEVEN: Let's mark as Exhibit 378 5 a document bearing Control Numbers Uber 75047 6 through 48. 7 (Exhibit 378 was marked for 8 identification by the court reporter and is 9 attached hereto.) 10 Q. (By Mr. Verhoeven) First email is from 11 Mr. Levandowski to JH. 12 Do you see that? 13 A. Yeah. 14 Q. Who is JH? 15 A. That's Jeff Holden. 16 Q. Oh. So this is an email from 17 Mr. Levandowski to Mr. Holden, dated March 31st, 18 2016; is that right? 19 A. Appears to be so. 20 Q. And the subject line says, "Whiteboard 21 translation TK points." 22 Do you see that? 23 A. Yeah. 24 Q. TK refers to you, right? 25 A. Usually does.	02:08:26 02:08:49 02:09:27 02:09:37 02:09:47 02:09:58
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1 March 26th, 2016? 2 A. Yes. 3 Q. And he says [REDACTED] 4 [REDACTED] 5 Do you see that? 6 A. Yeah. 7 Q. What is the [REDACTED] 8 A. I don't know. I don't know what that is 9 referring to. 10 Q. You have no recollection of any 11 discussions about a [REDACTED] 12 A. No. 13 Q. Do you have any -- if you are reading 14 this, what -- how would you interpret the reference 15 to [REDACTED] 16 MR. CHATTERJEE: Form. 17 MS. DUNN: Form. 18 THE DEPONENT: I just don't know what it 19 is referring to. I don't know what [REDACTED] we are 20 talking about here. I just don't know. 21 Q. (By Mr. Verhoeven) Have you ever used 22 that -- that term, referring to the [REDACTED] 23 in talking about a deal? 24 A. No. I mean, it's not something I would 25 normally do, or not something that I have done,	02:07:36 02:07:45 02:07:53 02:08:03 02:08:13 02:08:23	1 Q. Okay. If you look at the attachment, 2 there's a whiteboard with red writing on it. 3 Do you see that? 4 A. Yeah. 5 Q. Did you have a meeting with 6 Mr. Levandowski -- or withdrawn. 7 Did you have a meeting around this date 8 where you wrote all this on the whiteboard? 9 A. It's possible. 10 Q. Is this your handwriting? 11 A. Yes, it is. 12 Q. Okay. Do you remember having a 13 meeting -- do you remember the meeting associated 14 with this picture? 15 A. No. 16 Q. Under No. 1 in the picture, it says, 17 "Pittsburgh +- I know some," S word? 18 A. Yes. 19 Q. Do you see that? 20 A. I do. 21 Q. Okay. What does that mean? 22 MR. CHATTERJEE: Form. 23 THE DEPONENT: I can't -- I mean, I don't 24 know. But if he's consulting for us helping to 25 bring some advice and sort of consultative approach	02:09:59 02:10:13 02:10:31 02:10:42 02:11:01 02:11:17
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1 to what's going in, Pittsburgh would be helpful. 02:11:21	1 thing to work on, [REDACTED] 02:13:51
2 Q. (By Mr. Verhoeven) So the "T" in that	2 [REDACTED]
3 reference is Mr. Levandowski?	3 And I remember, you know, at some point
4 A. I don't know. I don't know for sure.	4 while he was helping that team get up to speed, we
5 But it could be. I just don't know. 02:11:30	5 were just like, [REDACTED] 02:14:03
6 Q. Does it look like it is?	6 [REDACTED]
7 A. Well, I read this here.	7 [REDACTED]
8 Q. You are referring to the email?	8 [REDACTED]
9 A. Yeah.	9 [REDACTED]
10 Q. What did you read? 02:11:39	10 [REDACTED] 02:14:12
11 A. It says, "Pittsburgh ++."	11 [REDACTED]
12 Q. S word?	12 [REDACTED]
13 A. "Help ATC with calls by using our team's	13 [REDACTED]
14 experience and knowledge."	14 [REDACTED]
15 So I would -- I don't remember writing 02:11:51	15 [REDACTED] 02:14:27
16 this, but that's one interpretation of it.	16 [REDACTED]
17 Q. You were at a meeting where	17 [REDACTED]
18 Mr. Levandowski said this, right?	18 [REDACTED]
19 MS. DUNN: Form.	19 [REDACTED]
20 THE WITNESS: I was at a meeting, and 02:12:08	20 [REDACTED] 02:14:42
21 then it looks like Levandowski sent this to Holden,	21 [REDACTED]
22 sort of interpreting what I was trying to say.	22 [REDACTED]
23 Q. (By Mr. Verhoeven) And he interpreted,	23 [REDACTED]
24 "I know some," S word, "to mean that he would help	24 [REDACTED]
25 ATC avoid pitfalls by using Mr. Levandowski's 02:12:22	25 [REDACTED] 02:14:51
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1 teams' experience and knowledge," correct? 02:12:27	1 [REDACTED] 02:14:54
2 MS. DUNN: Form.	2 [REDACTED]
3 THE DEONENT: Correct.	3 [REDACTED]
4 Q. (By Mr. Verhoeven) Do you have any	4 [REDACTED]
5 recollection of a discussion about Mr. Levandowski 02:12:38	5 [REDACTED] 02:15:01
6 helping Pittsburgh avoid pitfalls?	6 [REDACTED]
7 A. We certainly have always believed in	7 [REDACTED]
8 people who have great expertise, experience,	8 [REDACTED]
9 knowledge working for our team and helping us	9 [REDACTED]
10 innovate and invent the future. 02:13:00	10 Q. (By Mr. Verhoeven) So your ATC group, 02:15:13
11 Q. Did Mr. Levandowski, indeed, help the	11 what is it called now?
12 Pittsburgh team avoid some pitfalls?	12 A. ATG.
13 MR. CHATTERJEE: Form.	13 Q. ATG?
14 MS. DUNN: Form.	14 A. Yeah.
15 THE DEONENT: I'm sure -- I'm sure he 02:13:13	15 Q. And that's just a new name for the same 02:15:19
16 did.	16 group?
17 Q. (By Mr. Verhoeven) Does any of them come	17 A. Well, when it was ATC, it was just
18 to mind?	18 Pittsburgh. And ATG was about when we had more
19 A. Well, like one of the things that the	19 than one site.
20 Pittsburgh team was working on was like a -- was 02:13:22	20 Q. Okay. 02:15:27
21 a -- what was it? I am trying to remember. [REDACTED]	21 A. So it was a group. So instead of a
22 [REDACTED]	22 center, it's --
23 [REDACTED]	23 Q. Bigger -- bigger group, bigger AV group,
24 [REDACTED]	24 still the AV --
25 And that's, like, a cool, "sciency" 02:13:45	25 A. Because it's over multiple sites instead 02:15:37
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25 [REDACTED]	Page 253

1 of a center, it was a group.	02:15:40	1 [REDACTED] 02:17:41
2 Q. Oh, I see. Got it?		2 A. Yeah.
3 A. Yeah.		3 Q. Is there any particular software in your
4 Q. [REDACTED]	02:15:51	4 company for this or --
5 [REDACTED]		5 A. My guess is, it's all Google Docs. 02:17:45
6 [REDACTED]		6 Q. Okay. Let's move on. You can put that
7 A. [REDACTED]		7 away.
8 [REDACTED]		8 MR. VERHOEVEN: Let's mark as Exhibit 379
9 [REDACTED]		9 a Google document bearing Control Numbers
10 [REDACTED]	02:16:07	10 Uber 344 – 100344 through 352. 02:18:13
11 [REDACTED]		11 (Exhibit 379 was marked for
12 [REDACTED]		12 identification by the court reporter and is
13 [REDACTED]		13 attached hereto.)
14 [REDACTED]		14 Q. (By Mr. Verhoeven) Have you seen
15 [REDACTED] 02:16:17		15 Exhibit 379 before? 02:19:00
16 [REDACTED]		16 A. I don't know. I don't remember it.
17 [REDACTED]		17 Q. You see the cover, the first page of --
18 [REDACTED]		18 A. Yeah.
19 [REDACTED]		19 Q. -- 379?
20 [REDACTED] 02:16:29		20 A. Yeah. 02:19:09
21 [REDACTED]		21 Q. It's an email from Cameron Poetscher to
22 [REDACTED]		22 you --
23 [REDACTED]		23 A. Yeah.
24 [REDACTED]		24 Q. -- dated April 11th, 2016?
25 [REDACTED] 02:16:39	Page 254	25 A. Yeah. Yeah. 02:19:18
		Page 256
1 [REDACTED] 02:16:44		1 Q. Does that date have any significance to 02:19:18
2 [REDACTED]		2 you?
3 [REDACTED]		3 A. 4/11/2016?
4 [REDACTED]		4 Q. Correct.
5 [REDACTED] 02:16:52		5 A. Not particularly. 02:19:28
6 [REDACTED]		6 Q. Do you remember that was the date on
7 [REDACTED]		7 which the contract we looked at earlier, the merger
8 [REDACTED]		8 contract, was signed?
9 [REDACTED]		9 A. I -- I didn't know that, but I'll take
10 [REDACTED] 02:17:05		10 your word for it. This is deal overview. 02:19:45
11 [REDACTED]		11 (Discussion off the stenographic record.)
12 [REDACTED]		12 Q. (By Mr. Verhoeven) I'm going to place
13 [REDACTED]		13 before you an exhibit you've previously seen,
14 [REDACTED]		14 Exhibit 365, agreement and planned merger.
15 [REDACTED] 02:17:19		15 A. Yeah. 02:20:19
16 [REDACTED]		16 Q. Do you see it's dated as of April 11th?
17 [REDACTED]		17 A. Okay.
18 [REDACTED]		18 Q. Do you see that?
19 [REDACTED]		19 A. I do.
20 [REDACTED] 02:17:25		20 Q. And that's the same date as this email, 02:20:26
21 [REDACTED]		21 right?
22 [REDACTED]		22 A. It sure is. Yeah.
23 [REDACTED]		23 Q. Okay. And this says in the subject line
24 [REDACTED]		24 of this email, "Here's the revised deck with
25 [REDACTED] 02:17:37	Page 255	25 milestones." And then below that, it says, "Zing 02:20:37
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1 board slides," and that's the attachment, right? 02:20:42	1 A. Yeah. 02:22:39
2 A. Yeah. I see that, yeah.	2 Q. -- merger agreement?
3 Q. If you turn to the attach- -- you see the	3 A. Yeah, yeah.
4 attachment follows?	4 Q. It says, "Mr. Kalanick and Mr. Poetscher
5 A. What do you mean? I am sorry. 02:20:51	5 led" -- 02:22:44
6 Q. The next page --	6 A. So just real quick, just so it will make
7 A. Yeah, yeah, yeah.	7 it easier, just say, Poetscher.
8 Q. -- is the attachment?	8 Q. Poetscher? Okay.
9 A. Yeah.	9 A. Yeah.
10 Q. And it's titled "Project Zing Review"? 02:20:55	10 Q. Poetscher? I knew I've been messing up 02:22:54
11 A. Yeah.	11 that name the whole time.
12 Q. And if you look through this --	12 A. We could just say "Cam," too. If you
13 A. Yeah.	13 want to just go there, I'm very okay with that.
14 Q. I don't want you to read every word.	14 Q. Poetscher. I can remember Poetscher.
15 A. You do? 02:21:04	15 Okay. Let's go back to the record. 02:23:04
16 Q. I don't.	16 It says there, "Mr. Kalanick and
17 A. Oh, you don't. Okay.	17 Mr. Poetscher led a discussion regarding a
18 Q. Is this a slide deck that was presented	18 potential acquisition and described key aspects of
19 to the board of directors on April 11th?	19 the proposed transaction."
20 A. It appears to be so. 02:21:13	20 A. Yeah. 02:23:18
21 Q. And would you have been the person	21 Q. Does this refresh your recollection as to
22 presenting this?	22 your involvement in making this presentation?
23 A. No.	23 A. You know, look, my guess is, before --
24 Q. Is this -- does this reflect -- who led	24 I'm guessing here -- you know, it could be that
25 the discussion regarding this potential 02:21:26	25 before Cam got started, I was, like, all right, we 02:23:32
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1 acquisition? 02:21:30	1 are, you know, maybe a high-level overview. But I 02:23:36
2 A. I am going to assume it's Cameron.	2 can -- I know I didn't talk to the details that are
3 Q. Okay.	3 in these slides here.
4 A. It may have been that Emil spoke, too;	4 I may have just been sort of the vision
5 but I would assume that it's Cameron. 02:21:39	5 guy, and maybe that's my part of leading this 02:23:48
6 Q. Were you involved?	6 discussion. But in terms of really leading this
7 A. I was maybe going to chime in if I saw	7 discussion and going through these slides, I -- I'm
8 something, but this is not a discussion I led.	8 very certain that I was not doing that.
9 Q. Okay. I am not trying to play any tricks	9 Q. Okay. By "these slides," you mean the
10 on you, but I'm going to give you a document. 02:21:54	10 slides attached to Exhibit 379? 02:24:04
11 MR. VERHOEVEN: Let's mark it as 380.	11 A. Yes.
12 (Exhibit 380 was marked for	12 Q. 379?
13 identification by the court reporter and is	13 A. Yeah.
14 attached hereto.)	14 Q. Let's go back to 379.
15 THE DEPONENT: You want me to put this 02:22:02	15 A. What is 379? 02:24:31
16 away or hold it?	16 Q. That's the slides.
17 Q. (By Mr. Verhoeven) Just keep it. Go	17 A. Okay. Got it. Yes.
18 ahead.	18 Q. So it looks like Project Zing is the deal
19 It is entitled "Minutes of Special	19 being -- the deal is being referred to as
20 board -- special meeting of boards of directors"? 02:22:08	20 Project Zing now? 02:24:47
21 A. Yeah.	21 A. Yeah. And I just -- you know, I got used
22 Q. "Uber Technologies, Inc., April 11th,	22 to the Newco thing. But it looks like they changed
23 2016." It bears Control Numbers Uber 101482	23 the same at some point.
24 through 498. And if you look at item 1 on the	24 Q. Okay. Do you see on page 346 it says
25 first page -- 02:22:39	25 "deal overview"? 02:24:59
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1	A. Yes, I do.	02:25:01	1	Q. No, as of this point in time, though.	02:27:16
2	Q. And what is this?		2	A. There was some --	
3	A. It looks like a breakdown of sort of the		3	Q. There was --	
4	structure of the deal and compensation for it.		4	A. There were --	
5	Q. You see on the left side, there's these	02:25:22	5	Q. You were trying to develop -- I am sorry?	02:27:20
6	6 boxes, these colored boxes -- I know this is black		6	A. Apologize.	
7	and white.		7	Q. At this point in time, April 11th --	
8	A. That's okay. I see it.		8	A. Yeah.	
9	Q. And the first box at the top says		9	Q. -- you were trying to develop your own	
10	"Rationale"?	02:25:30	10	custom LiDAR in -- as part of the work going in	02:27:27
11	A. Yeah.		11	Pittsburgh, correct?	
12	Q. And the first item listed under Rationale		12	A. They had some laser work going on, but it	
13	says. [REDACTED]		13	was pretty early at the time, is my understanding.	
14	[REDACTED]	02:25:44	14	Q. But one of their projects was to develop	
15	[REDACTED]		15	an in-house LiDAR system, right?	02:27:41
16	[REDACTED]		16	A. It was one of the areas they were	
17	A. [REDACTED]		17	exploring. [REDACTED]	
18	Q. And that's referring to LiDAR lasers,		18	[REDACTED]	
19	right?		19	[REDACTED]	
20	A. Correct.	02:25:53	20	Q. Right.	02:27:52
21	Q. And did you explain to the board how		21	A. Yeah.	
22	[REDACTED]		22	Q. [REDACTED]	
23	[REDACTED]		23	[REDACTED]	
24	A. [REDACTED]		24	A. [REDACTED]	
25	[REDACTED]	02:26:05	25	Q. Right.	02:27:59
		Page 262			Page 264
1	[REDACTED]	02:26:08	1	A. Yeah.	02:27:59
2	[REDACTED]		2	Q. And before this -- before -- as of	
3	[REDACTED]		3	April 11th, the way you were pursuing that was	
4	[REDACTED]		4	through the Pittsburgh folks, right?	
5	Q. [REDACTED]	02:26:26	5	A. There was something going on there. I	02:28:10
6	[REDACTED]		6	don't know if it was -- like, I don't know how	
7	A. Yeah.		7	substantive that work was. We felt that the	
8	Q. So does that mean something other than it		8	Ottomotto deal, this deal, generally, would really	
9	just makes it happen faster?		9	help us get going on an internal laser program.	
10	MS. DUNN: Form.	02:26:37	10	Q. What was said at the board meeting on	02:28:30
11	THE DEPONENT: [REDACTED]		11	this subject?	
12	[REDACTED]		12	MS. DUNN: Objection to form.	
13	[REDACTED]		13	THE DEPONENT: I don't remember	
14	Q. (By Mr. Verhoeven) Right.		14	specifically what was said on this subject at the	
15	A. [REDACTED]	02:26:47	15	board meeting.	02:28:41
16	[REDACTED]		16	Q. (By Mr. Verhoeven) Generally?	
17	[REDACTED]		17	A. It's generally what I'm telling you right	
18	[REDACTED]		18	now. You know, just --	
19	[REDACTED]		19	Q. Okay.	
20	[REDACTED]	02:26:59	20	A. -- as we go through the slide.	02:28:48
21	Q. [REDACTED]		21	Q. So nothing more generally than what you	
22	[REDACTED]		22	told me?	
23	[REDACTED]		23	A. Yeah. And probably a lot less, is my	
24	A. [REDACTED]		24	guess.	
25	[REDACTED]	02:27:13	25	Q. Under terms, down one box --	02:28:56
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1 A. Yeah. 02:29:00	1 A. Not really. 02:31:09
2 Q. -- last bullet says, "Uber will indemnify	2 Q. What about just Google's reaction, was
3 a minimum of five key employees in Ottomoto for	3 that discussed among the board?
4 specific claims from former employers EGIP,	4 A. I don't think so.
5 non-solicit subject to certain restrictions and 02:29:16	5 Q. Wouldn't that be a concern that your -- 02:31:16
6 limitations."	6 your proposed deal would be hiring away, you know,
7 Do you see that?	7 at least 30 of their folks from their AV group?
8 A. Yeah, I sure do.	8 Wouldn't that be a concern to the board that Google
9 Q. What specific claims is that referring	9 might be upset about that?
10 to? 02:29:27	10 MR. CHATTERJEE: Form. 02:31:34
11 A. I don't know. I am not sure.	11 MS. DUNN: Objection to form.
12 Q. Well, do you recall any discussion of	12 THE DEPONENT: I can't say for sure, but
13 specific claims from former employers that --	13 I understand the notion. We were -- you know, we
14 during the board meeting?	14 were excited to hire. We were incredibly excited
15 A. No, I don't. I don't recollect anything 02:29:39	15 to hire employees, like really talented -- really 02:31:48
16 specific.	16 talented individuals in this space that may -- you
17 Q. You would agree that that is referring to	17 know, many of whom previously worked at Google. We
18 Google, right?	18 were excited about that.
19 A. It -- it most likely is, yeah. But, I	19 Q. (By Mr. Verhoeven) Right. But my
20 mean, there were some folks that came from other 02:29:53	20 question is: During this -- this was a meeting in 02:32:03
21 places, but it was -- it said "employers," so	21 which the board was going to approve or disapprove
22 there's more than one former employer. But -- but,	22 of the deal, right?
23 yes, Google is definitely one of them.	23 A. Correct.
24 Q. And as part of talking about this deal	24 Q. And so my question is: Wouldn't you
25 with the board, one of things you talked about was 02:30:06	25 expect that one of the subjects discussed at that 02:32:16
Page 266	Page 268
1 whether or not Google would bring an action based 02:30:11	1 board meeting in connection with whether to do this 02:32:19
2 on IP theft or solicitation of employees?	2 deal is the potential blowback from Google?
3 MS. DUNN: Objection to form.	3 MS. DUNN: Objection to form.
4 Q. (By Mr. Verhoeven) Isn't that a fair --	4 THE DEPONENT: It was certainly a
5 fair statement? 02:30:21	5 consideration. I don't know if it was at this 02:32:31
6 A. Anytime you do a transaction that	6 board meeting, but it was generally a
7 includes really smart, really talented people	7 consideration.
8 that -- that used to work at a competitor, this is	8 Q. (By Mr. Verhoeven) And the board? Was
9 just one of the considerations you have to take	9 it a consideration of the board?
10 into account. 02:30:37	10 A. I can't remember. 02:32:40
11 Q. So the -- is the answer "yes" then?	11 MS. DUNN: Objection to form.
12 A. The answer is, yes.	12 Q. (By Mr. Verhoeven) Would you expect that
13 Q. Yes. Okay.	13 that would have been a consideration the board took
14 Do you remember anything any of the other	14 into account?
15 board members besides yourself said on this 02:30:49	15 MR. CHATTERJEE: Form. 02:32:45
16 subject?	16 MS. DUNN: Form.
17 A. Not really, no.	17 THE DEPONENT: I cannot remember if the
18 Q. Was there any concern expressed about a	18 board discussed that or not. I just can't.
19 Google suit?	19 I can tell you that it was generally a
20 MS. DUNN: Objection to form. 02:31:00	20 consideration that I had going into this deal. 02:32:53
21 THE DEPONENT: I don't remember	21 Q. (By Mr. Verhoeven) Okay. So one of the
22 specifically.	22 considerations you had going into the deal with
23 Q. (By Mr. Verhoeven) Do you have any	23 Mr. Levandowski was potential blowback from Google;
24 general rec- -- recollection of that being	24 fair?
25 discussed? 02:31:07	25 MS. DUNN: Objection to form. 02:33:14
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1 THE DEPONENT: When you have a small 2 group -- or I shouldn't say small, but when you 3 have a group of, let's say, 250 people working on 4 this kind of project -- and I'm referring to, let's 5 say, Google or Waymo, in specific; but, generally, 02:33:15	1 make sure that no IP got to Uber, right? 02:35:53
6 if that's a situation going on. 02:33:27	2 A. Correct, yeah.
7 And dozens, if not close to 100 of your 8 people, leave to go elsewhere. That's not --	3 Q. And those efforts were the commissioning 4 of Stroz to do the diligence?
9 it's -- it's -- that's not a fun -- that's not fun 10 if you are losing your best people. 02:33:47	5 A. I think -- 02:36:02
11 And sometimes people react emotionally to 12 that kind of thing, and I think that's exactly what 13 we saw from Google.	6 MR. CHATTERJEE: Form.
14 Q. (By Mr. Verhoeven) And that's what -- 15 that's what you were -- you had that as a concern 02:34:01	7 THE DEPONENT: -- it's just all of the 8 efforts we took. I think the diligence process was 9 one of those things.
16 personally when you were evaluating this deal, 17 right?	10 Q. (By Mr. Verhoeven) Direct your attention 02:36:34 11 to the page bearing Control Number 348. This is 12 Exhibit 379. And this is a slide entitled 13 "Walkaway rights and indemnity obligations."
18 A. When you do a transaction where lots of 19 people are coming from a particular competitor or 20 were recently at a particular competitor, that is a 02:34:20	14 Do you see that?
21 very natural concern.	15 A. Yeah. 02:36:57
22 Q. Okay. I understand that.	16 Q. And it says, "Do we still indemnify," up 17 at the top right-hand side?
23 A. Yeah.	18 A. Yup.
24 Q. But I'm trying to establish whether or 25 not that was a concern for you -- 02:34:32	19 Q. And then the first bullet says, "Yes (for 20 diligenced employees in Ottomotto relating to 02:37:12 21 actions of diligenced employees) for the following 22 claims," colon, and the first bullet is "IP/trade 23 secret misappropriation or infringement."
	24 Do you see that?
	25 A. Yes, I do. 02:37:34
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	Page 272
1 A. Yeah. 02:34:33	1 Q. So does this reflect your recollect- -- 02:37:35
2 Q. -- personally as part of this deal that 3 there would be blowback from Google.	2 withdrawn.
4 A. We weren't sure whether there would be 5 blowback from Google, but we understood it to be a 02:34:43	3 Does this refresh your recollection that, 4 at this board meeting, there was a discussion of 5 indemnifying certain diligenced employees for 02:37:50 6 possible Google lawsuit based on IP or trade secret 7 misappropriation?
6 possibility.	8 MR. CHATTERJEE: Form.
7 Q. And that was a concern?	9 MS. DUNN: Form.
8 A. It was a consideration.	10 THE DEPONENT: Yeah, I think this is for 02:38:04 11 claims of that, yes. That's what it appears to be.
9 Q. It wasn't a concern to you?	12 Q. (By Mr. Verhoeven) But you don't 13 remember the substance of that?
10 A. It was -- 02:34:54	14 A. Not really.
11 MS. DUNN: Form.	15 Q. Well -- 02:38:16
12 THE DEPONENT: It was -- it was a 13 consideration that we had when doing this deal and 14 thinking about it, and also led to our efforts to	16 A. Sorry. No, no. But, again, I am just 15 make sure no -- no Google content or IP got to 02:35:07
16 Uber.	17 reading -- I am reading the slide here. And, you 17 Because we understood that so many people 18 were leaving Google generally, not just to go to 19 Uber, but to go to -- elsewhere. People just 20 didn't want to be there anymore. 02:35:21
21 But with so many coming to us, we had a 22 feeling that there would be an emotional response 23 to that, and I think that's what we saw.	18 know, and there's -- these are claims. I am not 19 sure what they mean by identifying claims versus 20 actual infringement. 02:38:31
24 Q. (By Mr. Verhoeven) So that 25 consideration, you said, led to your efforts to 02:35:51	21 And there may be a difference there. I 22 don't know. I haven't -- I haven't read the 23 indemnity agreement.
	24 Q. Okay. You were aware that there was an 25 indemnity agreement, right? You may not remember 02:38:43 Page 271
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1 it now, but you were aware at the time, right?	02:38:47	1 A. Yeah, hold on.	02:55:36
2 A. I mean, I would be incredibly surprised		2 Yes, I see it, yes.	
3 if an M & A transaction didn't have an indemnity		3 Q. What page is it on?	
4 agreement; and, specifically, to this, I assumed it		4 A. I don't -- 899, or the last three digits.	
5 did, yes.	02:38:56	5 Q. Of the control number, right?	02:55:49
6 Q. Okay. Well, it was discussed at the		6 A. Yeah.	
7 board meeting, right?		7 Q. Okay. Does that refresh your	
8 A. Fair enough.		8 recollection with respect to this agreement?	
9 Q. As part of the approval of the whole		9 A. No, it does not.	
10 deal, right?	02:39:04	10 Q. Did you read this agreement before you	02:56:00
11 A. Fair enough.		11 signed it?	
12 Q. Yes?		12 A. Likely, no, I don't think so. Actually,	
13 A. Yes.		13 I would just say, no.	
14 MR. VERHOEVEN: Counsel, I'm going to		14 Q. Okay. Did you know what you were	
15 note for the record that a slide in this board	02:39:19	15 signing?	02:56:08
16 presentation on page No. 350, it says, "Detailed		16 A. I knew that I was signing, like, probably	
17 indemnity summary" has been entirely redacted, and		17 a large set of documents relating to the	
18 we object to that and tend to move to compel.		18 transaction.	
19 MS. DUNN: Can we check the time on the		19 Q. Okay. Yeah. So this is one of the large	
20 record so far.	02:39:48	20 set of documents that you signed on April 11th?	02:56:19
21 THE VIDEOGRAPHER: Yes. We are at five		21 A. That's my assumption, yes.	
22 hours and five minutes.		22 (Exhibit 382 was marked for	
23 MR. VERHOEVEN: You want to take a break?		23 identification by the court reporter and is	
24 THE DEPONENT: Let's take a little break.		24 attached hereto.)	
25 How about 10 minutes.	02:40:01	25 Q. (By Mr. Verhoeven) All right. Let's	02:56:23
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1 THE VIDEOGRAPHER: Going off the record.	02:40:02	1 mark as Exhibit 382 an indemnification agreement	02:56:24
2 The time is 2:39.		2 bearing Control Numbers Uber 4855 through 4874.	
3 (Recess taken.)		3 Do you recognize this indemnification	
4 THE VIDEOGRAPHER: We are back on the		4 agreement?	
5 record. The time is 2:54.	02:54:18	5 A. No.	02:57:10
6 MS. DUNN: Since we are back on the		6 MR. VERHOEVEN: For the record, Counsel,	
7 record, we would like to designate this transcript		7 there's redacted portions of this agreement, and we	
8 AEO.		8 object to that and intend to move to compel, unless	
9 (Exhibit 381 was marked for		9 you have the agreement now in a form that I can	
10 identification by the court reporter and is	02:54:25	10 use.	02:57:27
11 attached hereto.)		11 MS. DUNN: I think you should use your	
12 Q. (By Mr. Verhoeven) Okay. Let's mark as		12 document.	
13 Exhibit 381 the Joint Defense and Common Interest		13 MR. VERHOEVEN: So -- so you don't have	
14 and Confidentiality Agreement, dated -- well, I		14 one here, right?	
15 don't know what the date is, but it bears Control	02:54:44	15 MS. DUNN: No.	02:57:34
16 Number 74893. I believe it's dated April 11th,		16 Q. (By Mr. Verhoeven) I direct your	
17 2016.		17 attention to page 4873 on the control numbers.	
18 So it's -- it bears Control Numbers Uber		18 A. Okay.	
19 74893 through 903.		19 Q. That's your signature?	
20 Do you recognize this agreement?	02:55:17	20 A. Yes, it is.	02:57:55
21 A. I do not.		21 Q. Did you read this document before you	
22 Q. Turn to the last page.		22 signed it?	
23 A. Okay.		23 A. I did not.	
24 Q. I believe your signature is on there.		24 Q. Did you know what it was?	
25 Can you locate it?	02:55:34	25 A. I knew it was part of a larger set of	02:58:00
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1 documents related to the transaction.	02:58:03	1 (Exhibit 384 was marked for 2 identification by the court reporter and is 3 attached hereto.)	03:00:28
2 Q. Do you have any recollection of signing 3 an indemnification agreement in connection with the 4 transaction?		4 Q. (By Mr. Verhoeven) I need the -- let's 5 mark as Exhibit 384 a couple of texts bearing 6 Control Number 73811 through 809.	03:00:33
5 A. I do not.	02:58:10	7 Actually, to correct the record, 8 Exhibit 384 is two text messages: The first one 9 dated May 10, 2016, bears Control Number 73809; and	
6 (Exhibit 383 was marked for 7 identification by the court reporter and is 8 attached hereto.)		10 the second dated May 10th, 2016, bears the Control 11 Number Uber 73811.	03:01:28
9 Q. (By Mr. Verhoeven) Let's mark as 10 Exhibit 383 a document. It looks like a text 11 message from Anthony Levandowski, bearing Control 12 Number Uber 73820.	02:58:30	12 Directing your attention to the text 13 message bearing the Control Numbers 38111, which is 14 your second page, I believe.	
13 Do you see your phone number on there?		15 Is your phone number on this page?	03:02:08
14 A. Yes, I do.		16 A. Yeah.	
15 Q. This is a text from Mr. Levandowski to 16 you, time-stamped May 5th, 2016?	02:59:06	17 Q. So this is a text from Mr. Levandowski to 18 yourself?	
17 A. Correct.		19 A. It appears to be so, yes.	
18 Q. And Mr. Levandowski texts you saying, 19 "Driving to SF to meet with Scott, ATC, laser guy 20 and guide the team."	02:59:22	20 Q. And is time-stamped May 10th, 2016.	03:02:16
21 Do you see that?		21 Do you see that?	
22 A. I do.		22 A. Yeah. Yes, I do.	
23 Q. Who is Scott?		23 Q. And Mr. Levandowski says, "Wow. I am 24 super pissed at what is going on at ATC. There's 25 no one who is pushing for the right things."	03:02:29
24 A. I am not sure. I think maybe is the guy 25 at ATC that works on lasers, maybe.	02:59:31		Page 280
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1 Q. ATC is your group?	02:59:35	1 Do you see that?	03:02:33
2 A. Yeah.		2 A. It says there's "one one," but --	
3 Q. You don't know if Scott is the guy who 4 works on lasers?		3 Q. Oh, I see.	
5 A. I would assume he is, but I don't know 6 for sure.	02:59:44	4 A. -- I could -- I could imagine that it --	
7 Q. Do you remember any discussions with 8 Mr. Levandowski about this text?		5 I just see what it says. There is "one one."	03:02:39
9 A. No, I do not.		6 Q. Would you interpret that as no one?	
10 Q. Did you have any discussions with 11 Mr. Levandowski about his input to the folks in 12 Pittsburgh or with Scott, referenced here, 13 concerning LiDAR?	02:59:52	7 A. I think that's a likely possibility.	
14 A. I do not.		8 Q. Okay.	
15 Q. Same question, but concerning him guiding 16 the team with respect to LiDAR?	03:00:12	9 A. Yeah.	
17 MS. DUNN: Form.		10 Q. Do you remember having a discussion with 11 Mr. Levandowski on or about May of 2016 about him 12 being angry about what is going on at ATC?	03:02:50
18 THE DEPONENT: You know, I see the text 19 as it's -- as it is.		13 A. I don't remember anger, but, certainly, 14 surprise and disappoint, yeah.	
20 Q. (By Mr. Verhoeven) But you have no 21 recollection?	03:00:23	15 Q. And what did he say to you about that, or 16 text you about that?	03:03:09
22 A. No.		17 A. I mean, I think as he got deeper into our 18 existing efforts, he was not pleased with how we 19 were approaching the problem.	
23 Q. That's a no?		20 Q. Okay. And what did he -- what did he do 21 about that?	03:03:34
24 A. Sorry. No.		22 A. I think he -- he went to Pittsburgh, 23 spent time with the team and tried to reorient them 24 in a way that made them prioritize better, work 25 harder, focus on the right things, work as a team,	03:03:52
25 ////	03:00:28		Page 281
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1 better culture, stand up for what's right, not be 2 political. 3 Probably got into the weeds on -- on the 4 technology itself. I -- I don't. I am not as 5 privy to that kind of stuff. But I think he just 6 went in there and tried to correct and sort of 7 reorient us towards a more -- a more successful 8 approach. 9 Q. What about this last sentence that uses 10 the F word. 03:04:25 11 Do you see it? 12 A. I do, yes. 13 Q. Do you remember any discussions with 14 Mr. Levandowski in or about this time, May of 2016, 15 regarding the software? 03:04:33 16 A. Yeah. I mean, I just think that we had a 17 bunch of scientists. I mean, we hired a bunch of 18 folks from CMU. They were professors and 19 scientists. 03:04:50 20 03:05:04 21 22 23 Q. 24 25 03:05:04	03:03:56 03:04:07 03:04:25 03:04:33 03:04:50 Page 282	1 [REDACTED] 03:06:12 2 [REDACTED] 3 [REDACTED] 4 [REDACTED] 5 [REDACTED] 03:06:32 6 Q. (By Mr. Verhoeven) Okay. And this is 7 software that would use the LiDAR system as input, 8 correct? 9 A. Yeah, or just sensors generally, but it 10 doesn't -- a lot of that software doesn't touch the 03:06:42 11 LiDAR stuff. But it's generally the intelligence 12 to move a car autonomously through space. 13 Q. And Pittsburgh was working on software 14 whose input would be info from LiDAR sensors, 15 right? 03:07:05 16 MS. DUNN: Objection to form. 17 THE DEPONENT: There was input from lots 18 of places; but, yes, LiDAR, too. 19 Q. (By Mr. Verhoeven) Okay. You can put 20 that aside. 03:07:23 21 MR. VERHOEVEN: Let's mark as Exhibit 385 22 an email string bearing Control Number Uber 70012 23 through 13. 24 (Exhibit 385 was marked for 25 identification by the court reporter and is 03:07:35 Page 284
1 [REDACTED] 03:05:08 2 [REDACTED] 3 [REDACTED] 4 [REDACTED] 5 [REDACTED] 03:05:16 6 [REDACTED] 7 [REDACTED] 8 [REDACTED] 9 [REDACTED] 10 [REDACTED] 03:05:29 11 [REDACTED] 12 [REDACTED] 13 [REDACTED] 14 Q. And he actually spent a lot of time 15 developing in -- in the -- withdrawn. 03:05:45 16 He'd actually spent a lot of time with 17 his team trying to develop such a device, right -- 18 MS. DUNN: Form. 19 Q. (By Mr. Verhoeven) -- while he was at 20 Google? 03:05:59 21 MS. DUNN: Objection to form. 22 MR. CHATTERJEE: Form. 23 THE DEPONENT: [REDACTED] 24 [REDACTED] 25 [REDACTED] 03:06:07	03:05:08 03:05:16 03:05:29 03:05:45 03:05:59 Page 283	1 attached hereto.) 03:07:35 2 Q. (By Mr. Verhoeven) So that top email is 3 authored by yourself? 4 A. Yeah. 5 Q. So you sent this email on May 14, 2006 to 03:07:57 6 Jeff Holden. 7 A. Okay. 8 Q. Is that what it says? 9 A. It looks like it, yes. 10 Q. Okay. And you said, "Love the updates. 03:08:04 11 Read them all." 12 A. Or "read them all." 13 Q. Okay. Did you read all of the updates 14 you got from the ATC group? 15 A. I can't say that I did. 03:08:23 16 Q. Okay. If you look at Mr. Holden's email, 17 to which you had just responded -- 18 A. Yeah. 19 Q. -- which is dated May 13th -- 20 Do you see that? 03:08:34 21 A. I sure do. 22 Q. If you look at the third bullet down, 23 third solid bullet down? 24 A. Yeah. 25 Q. It said, "We also discussed the laser 03:08:46 Page 285

1 plan."	03:08:52	1 Q. Okay. [REDACTED] 03:12:00
2 Do you see that?		2 [REDACTED]
3 A. Yeah.		3 [REDACTED]
4 Q. And, I am sorry, if you look at one		4 [REDACTED]
5 bullet up, this is in reference to a meeting with	03:08:57	5 MR. CHATTERJEE: Form. 03:12:13
6 Anthony Levandowski.		6 MS. DUNN: Objection to form.
7 Do you see that?		7 THE DEPONENT: [REDACTED]
8 A. I mean, I -- I see there's something		8 [REDACTED]
9 about Drew.		9 Q. (By Mr. Verhoeven) Did you have any
10 Q. Oh, let's go to the second bullet.	03:09:08	10 conversations with Mr. Levandowski or anyone else 03:12:20
11 A. Okay. So the second bullet is about		11 about this laser design that's mentioned here?
12 Anthony.		12 MS. DUNN: Objection to form.
13 Q. It says, "Met with Anthony today," and		13 THE DEPONENT: Not -- not -- not that I
14 then it goes on.		14 recall.
15 Do you see that?	03:09:17	15 (Discussion off the stenographic record.) 03:12:41
16 A. Yeah.		16 Q. (By Mr. Verhoeven) Do you remember
17 Q. And then the next bullet says, "We also		17 having a conversation with anyone within ATC about
18 discussed the laser plan."		18 [REDACTED]
19 Do you see that?		19 [REDACTED]
20 A. Yeah.	03:09:22	20 A. I don't remember anything specific on 03:13:15
21 Q. So that was a discussion with Anthony,		21 that.
22 right?		22 Q. Do you remember something generally?
23 A. I don't know if that's clear.		23 A. Generally, we -- we want -- we wanted to
24 MS. DUNN: Do you need more time to --		24 produce our own lasers, and I know the team was
25 THE DEPONENT: Yeah, here, why don't I	03:09:30	25 working on it. But I just wasn't in the weeds on 03:13:27
	Page 286	Page 288
1 just read this real quick. But it's not clear.	03:09:31	1 this. 03:13:30
2 Because the first bullet was Drew, and the second		2 Q. Did you know that Mr. Levandowski had
3 bullet was Anthony, but let me just read it and --		3 developed a new laser design?
4 just give me a second.		4 A. No.
5 Q. (By Mr. Verhoeven) Okay.	03:09:40	5 MS. DUNN: Objection to form. 03:13:35
6 A. Yes, I have read.		6 Q. (By Mr. Verhoeven) Then it says -- the
7 Q. Now, directing your attention to the		7 last sentence says, "I would like to be -- it
8 third bullet --		8 will" -- withdrawn.
9 A. Yeah.		9 The last sentence in this bullet says,
10 Q. -- the solid bullet down --	03:11:32	10 [REDACTED] 03:13:48
11 A. Yeah.		11 [REDACTED]
12 Q. -- of Mr. Holden's May 13th, 2016		12 [REDACTED]
13 email --		13 Do you see that?
14 A. Yeah. Yeah, yeah, yeah.		14 A. I do.
15 Q. -- where it says, "We also discussed the	03:11:41	15 Q. And that's referring to Mr. Levandowski's 03:14:02
16 laser plan."		16 estimate, right?
17 That was a discussion with		17 MS. DUNN: Objection to form.
18 Mr. Levandowski, right?		18 THE DEPONENT: I assume so.
19 A. I think it's a fair assumption.		19 Q. (By Mr. Verhoeven) Okay. Do you
20 Q. And then it says, [REDACTED]	03:11:48	20 remember discussing that Mr. Levandowski's new 03:14:11
21 [REDACTED]		21 design would be [REDACTED]
22 Do you see that?		22 [REDACTED]
23 A. Yeah.		23 A. I -- I don't remember pricing as it
24 Q. What's that a reference to?		24 related to a new design, but I do remember
25 A. Sounds like something to do with lasers.	03:11:59	25 understanding that, over time, the price of those 03:14:29
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1 laser units goes down substantially.	03:14:30	1 Do you see that?	03:17:35
2 And my guess is, that's based on design,		2 A. I do.	
3 but also manufacturing methods, supply chain		3 Q. And the next bit of text is two lines, is	
4 volume, and -- and things like that.		4 your comment, correct?	
5 Q. Do you see -- actually, in the interest	03:14:47	5 A. Yes. Yeah.	03:17:41
6 of time, I won't ask you any more questions on this		6 Q. And you say [REDACTED]	
7 one.		7 [REDACTED] but I get it. Once work is settled down,	
8 MS. DUNN: I'm just asking to not get		8 I will need to have some combos on lasers."	
9 ahead of me when I'm --		9 A. Yeah.	
10 MR. VERHOEVEN: Then say it on the	03:15:08	10 Q. And that was your comment, right?	03:17:54
11 record, then.		11 A. Yeah.	
12 MS. DUNN: I am on the record.		12 Q. So you -- you -- whether you remember it	
13 MR. VERHOEVEN: Okay.		13 now or not, at the time, you did receive this	
14 THE DEPONENT: Are we done with this one?		14 information and did comment on it, correct?	
15 Q. (By Mr. Verhoeven) Yes, sir.	03:15:16	15 A. Yes.	03:18:05
16 Okay.		16 Q. And then you indicate that you need to	
17 MR. VERHOEVEN: Mark as Exhibit 386 an		17 have some more conversations on lasers, right?	
18 email string bearing Control Numbers Uber 63707		18 A. Correct.	
19 through 708.		19 Q. Do you remember those conversations?	
20 (Exhibit 386 was marked for	03:15:25	20 A. I don't think they happened.	03:18:17
21 identification by the court reporter and is		21 Q. Sorry?	
22 attached hereto.)		22 A. I don't think they happened.	
23 Q. (By Mr. Verhoeven) You ready?		23 Q. Does this refresh your recollection of	
24 A. Yes.		24 any discussion you had about [REDACTED]	
25 Q. The email on the top of the first page	03:16:23	25 [REDACTED] based on Mr. Levandowski's new	03:18:26
	Page 290		Page 292
1 here is an email from yourself to Jeff Holden,	03:16:24	1 design?	03:18:33
2 dated May 16th, 2016, correct?		2 MS. DUNN: Objection to form.	
3 A. Yes.		3 THE DEPONENT: Again, I think I generally	
4 Q. And then below that is an email dated		4 understood that through scale engineering, through	
5 May 13th, 2016, that was sent to you by	03:16:36	5 sort of continuation on design, that the price of	03:18:39
6 Jeff Holden, correct?		6 lasers goes down.	
7 A. Yeah. Yeah.		7 But I don't think I ever followed up on	
8 Q. And what you say in your response is,		8 this and had these discussions on lasers.	
9 "Comments below."		9 Q. (By Ms. Dunn) Okay. My question is, I	
10 Do you see that?	03:16:46	10 guess, a legalistic one --	03:18:50
11 A. Yep.		11 A. Okay.	
12 Q. And so is it correct that, below, you		12 Q. -- but do you know what it means when I	
13 have added text where you were commenting on what		13 say "refresh your recollection"?	
14 Mr. Holden said, that we find your comments in --		14 A. Not really.	
15 in the email directly below your email?	03:17:00	15 Q. Okay. What -- what I'm asking, to be	03:18:59
16 A. Yes.		16 more specific, is if by looking at this document,	
17 Q. Okay. Direct your attention to the third		17 it triggers something in your memory and you say,	
18 paragraph at the bottom?		18 oh, now I remember.	
19 A. Okay.		19 A. I -- I remember -- this refreshes my	
20 Q. And I believe this is Mr. Holden saying,	03:17:17	20 recollection in that it reminds of the time at	03:19:12
21 "We also discussed the laser plan. [REDACTED]		21 which I sent this email and gives me, like, a	
22 [REDACTED]		22 little bit of texture of what was going on at that	
23 [REDACTED]		23 time, like it is -- it is familiar.	
24 [REDACTED]	03:17:34	24 Q. Okay.	
25 [REDACTED]		25 A. Yeah.	03:19:30
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1 Q. So, vaguely, you -- this triggers a 2 memory that -- 3 A. Yeah. 4 Q. -- you were having this conversation? 5 A. Correct. 03:19:36 6 MS. DUNN: Objection to form. 7 THE DEPONENT: It -- I most definitely 8 remember -- I remember writing this email. 9 Q. (By Ms. Dunn) Oh, you do? 10 A. Yeah. 03:19:48 11 Q. Okay. 12 A. Yeah. And it's kind of fun to -- like, I 13 still got it, you know. It's... 14 Q. Okay. Did you, at any point, ask about 15 -- ask to see this new design that was predicted to 03:20:00 16 [REDACTED] 17 A. No. 18 Q. Was that exciting to you? 19 A. If -- if that could be done, of course, 20 yes. That's interesting. 03:20:11 21 Q. Did you talk to anybody about it? 22 A. I did not. 23 MR. VERHOEVEN: All right. Let's mark as 24 Exhibit 387 an email string bearing Control 25 Numbers Uber 64468 through 69. 03:20:32	03:19:31	1 if there was any other time where anybody outside 03:22:10 2 Uber would have been told. I mean, there's 3 lawyers, outside lawyers. But that doesn't really 4 count. 5 I can't -- I can't think of anything. 03:22:21 6 Q. (By Mr. Verhoeven) The intention was to 7 keep it private and confidential -- 8 A. Yeah. 9 Q. -- up until the time you announced it 10 publicly, right? 03:22:27 11 A. Correct. Yes. 12 Q. Why didn't you tell anybody about it 13 after you signed the merger agreement? 14 A. Because I think there's still a potential 15 for the -- for the merger to ultimately not happen; 03:22:44 16 and second is that, until we were ready to announce 17 it, like, where we're going to merge the entire 18 effort, the whole thing, you shouldn't talk about 19 it. 20 So we were in a situation where there was 03:23:02 21 a consulting piece, and then there was a, "okay, we 22 are actually going to put these things together" 23 piece. So... 24 Q. But the merger agreement was where you 25 said you signed on the dotted line that you were 03:23:13
1 (Exhibit 387 was marked for 03:20:35 2 identification by the court reporter and is 3 attached hereto.) 4 Q. (By Mr. Verhoeven) You see this is an 5 email from yourself, dated August 16th, 2016, 03:21:06 6 during the subject line messaging notes? 7 A. Yeah. 8 Q. What did you mean by messaging notes? 9 A. I mean, this -- this is right around the 10 announcement, so I -- I don't know what these notes 03:21:22 11 are from, per se, but my guess is, it's about how 12 do we want to talk about the effort and the 13 acquisition. 14 MS. DUNN: You need time to read the 15 document. Take your time. 03:21:46 16 THE DEPONENT: Okay. 17 Q. (By Mr. Verhoeven) When was the first 18 time that you let anybody outside of Uber know 19 about this deal? 20 MS. DUNN: Objection to form. 03:21:54 21 Q. (By Mr. Verhoeven) Was it the 22 announcement? 23 MS. DUNN: Same objection. 24 THE DEPONENT: I'm -- I'm thinking. I 25 mean, that was the intention. I am trying to think 03:22:06	Page 294	1 going to put these things together, right? 03:23:14 2 MS. DUNN: Objection to form. 3 THE DEPONENT: I believe there are 4 certain constraints or limitations or -- or 5 criteria by which it wouldn't happen. And that's 03:23:20 6 why you had to go -- well, we just had a period of 7 time where it was in this middle area, post-signing 8 pre-closing. 9 So until it closed, we didn't want to 10 talk about it. 03:23:37 11 Q. (By Mr. Verhoeven) Don't most companies 12 announce these -- these types of transactions upon 13 a completion of the merger deal, before the 14 closing? 15 A. I think most deals -- not all deals. I 03:23:51 16 mean, I have worked on deals where that didn't 17 happen. So... 18 Q. Most of time, that's what -- what 19 happens, right? 20 MS. DUNN: Objection to form. 03:24:01 21 THE DEPONENT: I'm thinking of 22 acquisitions we have done -- literally, 23 acquisitions that Uber has done -- where we 24 announce post-closing. 25 Q. (By Mr. Verhoeven) Which ones? 03:24:09
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1 A. The China deal. 03:24:09	1 lot of emails from him. I don't know what that was 03:26:42
2 Q. Okay.	2 about. He usually -- he's just a more disorganized
3 A. I think we did the same thing with our	3 kind of person.
4 acquisition in Toronto recently. We waited until	4 Q. So how did he communicate, if he didn't
5 closing. 03:24:18	5 send a lot of emails? 03:26:54
6 Q. And why would you wait till closing	6 A. Meetings, phone calls.
7 instead of the time of the merger?	7 Q. He didn't like to leave a written record
8 A. Because a lot of times, pre-closing,	8 of what he was doing, did he?
9 there may be reasons why the -- why the agreement	9 MS. DUNN: Objection to form.
10 ultimately doesn't -- like, why the merger or the 03:24:27	10 MR. CHATTERJEE: Form. 03:27:08
11 acquisition doesn't actually happen. There --	11 THE DEPONENT: I wouldn't -- I wouldn't
12 there can be criteria, reasons, et cetera, why it	12 characterize it that way at all.
13 doesn't close.	13 Q. (By Mr. Verhoeven) So if you look down
14 MR. VERHOEVEN: Okay. Let's mark as	14 the page, there's an email from John Krafcik.
15 Exhibit 388 an email string bearing Control Numbers 03:24:46	15 A. Yeah. 03:27:20
16 Uber 64406 through 407.	16 Q. Who is he?
17 (Exhibit 388 was marked for	17 A. He's the guy who runs Google's autonomy
18 identification by the court reporter and is	18 effort.
19 attached hereto.)	19 Q. The CEO of Waymo today, right?
20 Q. (By Mr. Verhoeven) So the top email is 03:25:18	20 A. Correct. 03:27:38
21 an email from Emil Michael, dated August 19th,	21 Q. And it's from Mr. Krafcik to Mr. Michael,
22 2016, to Mr. Levandowski and yourself, correct?	22 correct?
23 A. Sorry. I was reading this email. Can	23 A. Yeah.
24 you say that again.	24 Q. This email was forwarded to you, correct?
25 Q. Okay. The top email -- 03:25:38	25 A. It looks like it, yes. 03:27:48
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Page 300	
1 A. Yeah. 03:25:41	1 Q. And it characterizes a meeting that 03:27:49
2 Q. -- is an email from Mr. Michael, dated	2 Mr. Krafcik had with Mr. Michael, right? Or, I
3 August 19th, 2016 --	3 apologize, a call that Mr. Michael had with
4 A. Yeah.	4 Mr. Krafcik, correct?
5 Q. -- to Anthony Levandowski and yourself, 03:25:46	5 A. Hold on. Let me just read this. 03:28:00
6 correct?	6 Yeah, appears to be so, yeah.
7 A. Yeah.	7 Q. Okay. And in his summary of this
8 Q. And I notice the email address for	8 telephone call, Mr. Michael says, "Only one
9 Anthony Levandowski is not an Uber email address;	9 thing" -- I am sorry. I mischaracterized it.
10 it's an Otto email address; is that right? 03:25:58	10 In this an email from Mr. Krafcik -- 03:28:38
11 A. Yeah.	11 A. Yes.
12 Q. So did Mr. Levandowski work -- still work	12 Q. -- to Mr. Michael, one of the things that
13 in August from his Otto email account?	13 Mr. Krafcik says is, "The only one thing you said
14 A. A lot of times when you're sending	14 surprised me -- that the auto acquisition was about
15 emails, it just pops up the one you are used to 03:26:12	15 'assembling talent.'" 03:28:52
16 sending it to. I assume that all these got merged	16 A. Yeah.
17 onto the same system, ultimately.	17 Q. Do you see that?
18 Q. Do you have any recollection of him not	18 A. I sure do.
19 wanting to use the Uber email account?	19 Q. And then in the email that Mr. Michael
20 A. Post-acquisition, no. 03:26:31	20 forwards to you -- 03:29:00
21 Q. Do you have --	21 A. Yeah.
22 A. Let's call it post-closing, for sure.	22 Q. -- he says, "You guys will love this
23 Q. Do you have any recollection of not	23 S word..."
24 liking to send emails?	24 Do you see that?
25 A. Not really. I don't -- I didn't see a 03:26:40	25 A. Yes, I do. 03:29:11
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1 Q. What did he mean? 03:29:11	1 Q. Okay. But you were laughing because you 03:31:11
2 MS. DUNN: Objection to form.	2 know they were very good, right?
3 MR. CHATTERJEE: Form.	3 A. Well, I feel like they were, yeah.
4 Q. (By Mr. Verhoeven) Did you understand 03:29:15	4 Q. Okay. Was there a meeting in July or
5 this when you received it?	5 August of 2016 that you recall with Mr. Krafci? 03:31:36
6 A. Yes.	6 A. I don't remember the date. I do remember
7 Q. Okay. What was your understanding?	7 a meeting in Mountain View with Krafci, Drummond,
8 A. John was -- John was upset about the deal	8 David Drummond, as well as -- I think Emil was
9 and pretending like he wasn't.	9 there, too.
10 Q. What do you mean by that? 03:29:37	10 Q. Okay. 03:31:56
11 A. Well, he's trying to -- he's talking	11 A. I think so. I don't know for sure, but I
12 trash on the people that were part of the deal,	12 think he was.
13 that were his own employees not too long before.	13 Q. Anyone else you remember at the meeting?
14 Q. Okay.	14 A. No.
15 A. And, like, if he wasn't upset about the 03:29:45	15 Q. Okay. What was the purpose of the 03:32:03
16 deal -- sorry, if it wasn't upset about the talent,	16 meeting?
17 it's very strange that two or three months later,	17 A. To see if we could put a partnership
18 that they would sue in arbitration for us	18 together.
19 assembling that talent.	19 Q. I am sorry, what was -- what date do you
20 Q. Why would he try to pretend he's not 03:29:58	20 remember it being? 03:32:11
21 upset?	21 A. I don't remember.
22 A. Maybe because he's insecure.	22 Q. Was it in 2016?
23 Q. That's you speculating?	23 A. Yes.
24 A. Probably.	24 Q. Okay. And what happened at the meeting?
25 MS. DUNN: Objection to form. 03:30:10	25 A. I think there was a lot of small talk. 03:32:24
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1 Q. (By Mr. Verhoeven) Do you have any 03:30:10	1 It was our -- I think it was the first time we were 03:32:26
2 discussions with Mr. Michael about -- about this	2 meeting Krafci. He gave us a tour of the -- some
3 telephone call?	3 of the facility, and then we spent the conversation
4 A. I don't remember specific discussion, but	4 with us talking -- you know, myself and Emil
5 I did enjoy this email. 03:30:20	5 talking about our ideas for how we could partner. 03:32:44
6 Q. You enjoyed it?	6 And Krafci really sort of not deeply
7 A. It's strange for a leader to talk trash	7 engaging in the -- in the conversation.
8 on the people that he hired just because they leave	8 Q. He wasn't interested?
9 and work somewhere else.	9 A. It didn't --
10 Q. Where is he talking trash? 03:30:33	10 MS. DUNN: Objection to form. 03:32:59
11 A. He basically said, "Only one thing you	11 THE DEPONENT: It didn't seem that he
12 said surprised me, that the auto acquisition was	12 was.
13 about assembling talent."	13 Q. (By Mr. Verhoeven) Do you remember
14 He said he knows the CV's and the	14 anything specific that he said?
15 pedigrees of all the folks that came from his team. 03:30:45	15 A. No, it was just like, you know, you know 03:33:04
16 And it's like he's literally talking trash about	16 in a business deal whether somebody is interested
17 the people that used to work for him --	17 or not, sometimes they say, oh, that's -- that's
18 Q. And --	18 interesting. Let me get back to you. That may not
19 A. -- saying that they are -- they are not	19 mean they are interested.
20 that good. 03:30:56	20 Q. Were you making a pitch to partner with 03:33:18
21 Q. And you knew they were good?	21 them?
22 A. Well, I certainly felt that they were.	22 A. I was constantly making a pitch to
23 They don't -- I mean, I am not in the details to	23 partner with them.
24 work with all these individuals, it's just -- it's	24 Q. Okay. Did Mr. Drummond say anything at
25 kind of a lowbrow thing to do. 03:31:06	25 the meeting? 03:33:27
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1 A. Little bit, but, you know, David is well 03:33:28	1 there's a big space, and then there's a seventh 03:48:02
2 known for saying very little.	2 that says, "TK questions."
3 Q. Do you remember anything he said?	3 A. Yeah.
4 A. No.	4 Q. Do you see that?
5 Q. Okay. Can we pause for a second and get 03:33:41	5 A. Yeah. 03:48:10
6 a time?	6 Q. Well, before I get -- before I get into
7 THE VIDEOGRAPHER: Yes. Going off the	7 the specifics, who was -- who were members of the
8 record. The time is 3:33.	8 Birdhouse group?
9 (Recess taken.)	9 A. And, again, it depends on the timing,
10 THE VIDEOGRAPHER: Okay. This marks the 03:45:22	10 like -- but the latest Birdhouse would be -- the 03:48:24
11 beginning of DVD No. 4 in the deposition of	11 latest -- the latest Birdhouse meeting would be the
12 Travis Kalanick. Going back on the record. The	12 leads in autonomy. So the overall leads for the
13 time is 3:45.	13 effort.
14 MR. VERHOEVEN: Let's mark as Exhibit 389	14 When it first started, it was about
15 a document bearing Control Number Uber 76770. 03:45:38	15 hard -- the sort of hardware team, and the -- like, 03:48:46
16 (Exhibit 389 was marked for	16 one guy from hardware -- well, not even that. One
17 identification by the court reporter and is	17 guy from the -- two guys from business development
18 attached hereto.)	18 who are dealing with the auto manufacturers, one
19 Q. (By Mr. Verhoeven) Do you see that you	19 guy from safety, myself and maybe one or two other
20 are referenced in this document, TK says, TK 03:46:10	20 people. 03:49:18
21 question?	21
22 A. Yeah.	22 [REDACTED] This is sort of in
23 Q. What -- what does Birdhouse LiDAR	23 the middle of the timeline of where we started to
24 discussion refer to?	24 where we ended up, so that's why I'm a little bit
25 A. Birdhouse started out as, like, a regular 03:46:24	25 not totally sure. 03:49:28
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1 meeting that we had about [REDACTED] 03:46:33	1 Again, the end would be the leads for -- 03:49:30
2 [REDACTED] And, over time, it	2 for the autonomy effort, meaning all the people
3 became our regular update on what's going on.	3 that directly report to Anthony; [REDACTED]
4 I am not sure where this is in that	4 [REDACTED]
5 timeline, but that was generally what Birdhouse was 03:46:54	5 [REDACTED] 03:49:44
6 about.	6 Q. Okay. Looking at the second bullet, it
7 Q. Well, the date is --	7 says, [REDACTED]
8 A. Yeah, I see the date. I just --	8 [REDACTED]
9 apologize. Go ahead. I'm sorry.	9 Do you see that?
10 Q. I was just going to say, the date is 03:47:04	10 A. Yes, I do. 03:50:09
11 September 19th, 2016; is that how you read that?	11 Q. What does that mean?
12 A. Yes. Yeah.	12 A. I think what it means is that we -- [REDACTED]
13 Q. Go ahead. If you want to finish, go	13 [REDACTED]
14 ahead.	14 [REDACTED]
15 A. Yeah, I just don't know where that sits 03:47:12	15 [REDACTED] 03:50:32
16 in terms of how Birdhouse [REDACTED]	16 Q. What is T1 and T2?
17 [REDACTED] -- to	17 A. This is tier 1 and tier 2.
18 a general review of autonomy and how we were doing,	18 Q. I see.
19 if there was a transition, sort of a general, slow	19 And then the one, two, three, four, fifth
20 transition to the latter. I am not sure where 03:47:30	20 bullet down says, [REDACTED] 03:50:44
21 September 19th was in that -- in that.	21 [REDACTED]
22 Q. I am not going to ask you about all the	22 Do you see that?
23 TK references, just -- just a couple.	23 A. Yeah.
24 A. Uh-huh.	24 Q. What's your -- what's your understanding
25 Q. So there's six solid flush-left bullets, 03:47:57	25 of that bullet? 03:50:57
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1 meeting that we had about [REDACTED] 03:46:33	1 Again, the end would be the leads for -- 03:49:30
2 [REDACTED] And, over time, it	2 for the autonomy effort, meaning all the people
3 became our regular update on what's going on.	3 that directly report to Anthony; [REDACTED]
4 I am not sure where this is in that	4 [REDACTED]
5 timeline, but that was generally what Birdhouse was 03:46:54	5 [REDACTED] 03:49:44
6 about.	6 Q. Okay. Looking at the second bullet, it
7 Q. Well, the date is --	7 says, [REDACTED]
8 A. Yeah, I see the date. I just --	8 [REDACTED]
9 apologize. Go ahead. I'm sorry.	9 Do you see that?
10 Q. I was just going to say, the date is 03:47:04	10 A. Yes, I do. 03:50:09
11 September 19th, 2016; is that how you read that?	11 Q. What does that mean?
12 A. Yes. Yeah.	12 A. I think what it means is that we -- [REDACTED]
13 Q. Go ahead. If you want to finish, go	13 [REDACTED]
14 ahead.	14 [REDACTED]
15 A. Yeah, I just don't know where that sits 03:47:12	15 [REDACTED] 03:50:32
16 in terms of how Birdhouse [REDACTED]	16 Q. What is T1 and T2?
17 [REDACTED] -- to	17 A. This is tier 1 and tier 2.
18 a general review of autonomy and how we were doing,	18 Q. I see.
19 if there was a transition, sort of a general, slow	19 And then the one, two, three, four, fifth
20 transition to the latter. I am not sure where 03:47:30	20 bullet down says, [REDACTED] 03:50:44
21 September 19th was in that -- in that.	21 [REDACTED]
22 Q. I am not going to ask you about all the	22 Do you see that?
23 TK references, just -- just a couple.	23 A. Yeah.
24 A. Uh-huh.	24 Q. What's your -- what's your understanding
25 Q. So there's six solid flush-left bullets, 03:47:57	25 of that bullet? 03:50:57
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1 A. It sounds like he wants to make lasers.	03:51:05	1 A. Yeah. Yup.	03:54:14
2 Q. Okay. And then the bullet says, "auto		2 MS. DUNN: Can we pause for a second? In	
3 timing"?		3 looking at this document, I am not entirely sure.	
4 A. Yeah.		4 MR. VERHOEVEN: Let's go off.	
5 Q. And does -- there's a bunch of	03:51:11	5 MS. DUNN: Yeah, I would like to go off	03:54:22
6 sub-bullets?		6 the record.	
7 A. Yeah.		7 MR. VERHOEVEN: Let's go off the record.	
8 Q. Second-to-the-bottom sub-bullet says,		8 We are not using my time.	
9 "Using fiber lasers."		9 THE VIDEOGRAPHER: Going off the record.	
10 Do you see that?	03:51:21	10 The time is 3:54.	03:54:28
11 A. I do.		11 (Recess taken.)	
12 Q. Is this a ref-- -- what is this a		12 THE VIDEOGRAPHER: We are back on the	
13 reference to?		13 record at 3:57.	
14 A. That, I don't know. I don't know what --		14 MS. DUNN: Uber's position on Exhibit 390	
15 I just don't know -- I can't get to that level of	03:51:28	15 is that it has been inadvertently produced, and our	03:58:13
16 specificity on the technology.		16 position is that we are going to claw this	
17 Q. Have you ever heard of a spider design?		17 exhibit back.	
18 A. Yes, I have.		18 MR. VERHOEVEN: We object to that, but,	
19 Q. Okay. What did you hear about that?		19 obviously, you have a right to claw it back.	
20 MS. DUNN: Objection to form.	03:51:43	20 MS. DUNN: Thanks.	03:58:29
21 THE DEPONENT: The first time I heard		21 Q. (By Mr. Verhoeven) Was there a period of	
22 about it was in one of your filings.		22 time in which Mr. Drummond was on the Uber board?	
23 Q. (By Mr. Verhoeven) Okay. Same -- same		23 And did there come a time when Uber shut him out	
24 question with Fuji design?		24 from the board?	
25 A. Yeah, so Fuji was our own design, if I	03:51:52	25 MR. CHATTERJEE: Object to form.	03:58:54
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1 remember correctly.	03:51:55	1 THE DEPONENT: Yes.	03:58:56
2 Q. And what was the first time you heard the		2 Q. (By Mr. Verhoeven) When did that happen?	
3 phrase "Fuji design"?		3 A. I would characterize it as asking him to	
4 A. I can't say for sure it was in your		4 recuse himself from board meetings. Let's put it	
5 filing. I can't say for sure. I spent a lot more	03:52:05	5 that way.	03:59:01
6 time reading that term once your filing came out.		6 Q. Okay. When did that first happen?	
7 So -- but I understand it to generally be our		7 A. My recollection is, that happened around	
8 effort to make our own lasers.		8 October of 2014.	
9 Q. Did you have any involvement in a		9 Q. '14?	
10 decision to -- for Uber to switch from pursuing	03:52:31	10 A. Yup. Yup. I think so. There's a	03:59:14
11 this spider design and transition to using a Fuji		11 point --	
12 design?		12 Q. I am sorry. Go ahead.	
13 A. No.		13 A. There's a point he formally resigned from	
14 Q. Did anyone ever talk to you about it?		14 the board, and that is different when he stopped	
15 A. Not that I know of.	03:52:49	15 attending board meetings.	03:59:36
16 MR. VERHOEVEN: Let's mark as Exhibit 390		16 Q. Okay. And what -- on what occasions did	
17 an email dated January 18th, 2017, from Mr. -- from		17 you exclude him from board meetings before he	
18 Travis to Travis Kalanick. And it bears Control		18 resigned?	
19 Numbers Uber 651, 67.		19 MS. DUNN: Objection to form.	
20 (Exhibit 390 was marked for	03:53:31	20 THE DEPONENT: I think it was a mutual	03:59:47
21 identification by the court reporter and is		21 understanding that he probably shouldn't attend.	
22 attached hereto.)		22 Q. (By Mr. Verhoeven) Any or just when a	
23 Q. (By Mr. Verhoeven) Do you see there's an		23 certain subject matter was discussed?	
24 email below from Salle to Anthony.		24 A. Any.	
25 Do you see that?	03:54:11	25 Q. Okay. So around the date you gave in	03:59:57
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1 2014, from then on, you didn't attend any board 2 meetings? 3 A. Correct. 4 Q. Okay. Do you remember any discussions 5 with him about the decision that he shouldn't 6 attend any board meetings? 7 A. I do. 8 Q. Okay. What did you say to him? What did 9 he say to you? 10 A. He said that Google is intending to 11 compete with Uber in the ridesharing space. And 12 that the efforts were substantive enough and 13 serious enough that he felt compelled to tell us 14 that that was happening. 15 Q. Okay. Did he do that orally or in 16 writing? 17 A. That was orally. 18 Q. Okay. And who was present when he said 19 that? 20 A. Just me. 21 Q. All right. And what did you say to him? 22 A. I -- I think I expressed disappointment. 23 Q. I thought I saw you smile a little bit. 24 Did you say something? 25 A. No. No. I was -- it was -- that was not	04:00:01 04:00:09 04:00:20 04:00:45 04:00:55 04:01:05	1 A. I can't remember if there was a phone 2 call or not. I don't remember. He either called 3 me, or Emil. I can't remember each one. It may 4 have been -- you know what, it was me. Yup. There 5 was a phone. I think he called -- either he called 6 me, or we arranged a time to talk on the phone. 7 Q. Okay. And when was that? 8 A. I don't remember. There's probably three 9 or four ways to find out. I don't remember the 10 exact date. 11 Q. What did he say to you, and what did you 12 say to him? 13 MS. DUNN: Objection to form. 14 THE DEPONENT: He said, look, whether 15 it's some kind of conflict or -- he just felt -- 16 his -- his approach for the entire -- his and my 17 approach were very similar in the period 18 following -- 19 Q. (By Mr. Verhoeven) Go ahead. I am 20 sorry. 21 A. Yeah, no, it's okay. His approach and my 22 approach were similar in the time period following 23 where he let me know that he was competing. We 24 both were trying to find a way for Uber and Google 25 to partner autonomy and ridesharing together, like	04:02:33 04:02:46 04:03:01 04:03:05 04:03:28 04:03:59 04:03:44
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1 a smile. 2 Q. Okay. What did you say? How did you 3 express your disappointment? 4 A. My face looked sullen. And just how does 5 somebody express disappointment? They are just 6 like, I'm really sorry to hear that. And that's 7 unfortunate. And I don't remember my exact words, 8 but I remember feeling disappointed a little bit, a 9 little burned by the relationship. And it was just 10 generally unfortunate. 11 Q. Do you remember anything else you or he 12 said during that conversation? 13 A. Not really. 14 Q. Did the discussion of his attendance at 15 board meetings come up in that discussion? 16 A. It may have, but I don't remember 17 specifically. 18 Q. And this conversation, when Mr. Drummond 19 told you that, can you pinpoint when that occurs as 20 best you can? 21 A. It was in October 2014, just following a 22 board meeting. 23 Q. Okay. Did you have any discussions with 24 Mr. Drummond in relation to his decision to resign 25 from the board?	04:01:07 04:01:24 04:01:39 04:01:50 04:02:03 04:02:24	1 some way to partner together. 2 He was a big believer it was the right 3 thing. I was a big believer it was the right 4 thing. I could get my company behind that. But 5 David couldn't get -- couldn't get, you know, Larry 6 and other folks and just Google, essentially, 7 behind that notion. 8 Q. Do you remember anything more specific -- 9 A. No. 10 Q. -- with that discussion? 11 A. Oh, what the -- 12 Q. What happened on the phone call. 13 A. Yeah. So -- sorry, I lost myself. I 14 remembered that beforehand. 15 Q. So that was before the phone call? 16 A. That was before. So that's context for 17 what leads up to that phone call. 18 Q. Okay. 19 A. And I think his overall communication was 20 that we had just gotten to a point where maybe 21 there's just no way for us to partner, and the fact 22 that he -- it doesn't look good that we are -- 23 Q. Keep going. 24 A. It doesn't look good that we're competing 25 while he's also on the board.	04:03:50 04:03:59 04:04:28 04:04:37 04:04:46 04:05:00
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1 Q. I was doing two things at once. I didn't 04:05:06 2 mean to -- 3 A. No, that's okay. 4 Q. Just trying to speed things up. 5 A. That's all right. 04:05:11 6 Q. In connection with your departure from 7 the position of CEO of Uber -- 8 A. Yeah. 9 Q. -- did the discussion -- was there any 10 discussion of the Waymo lawsuit? 04:05:25 11 MS. DUNN: Objection to form. 12 THE DEPONENT: There was not a discussion 13 of the Waymo lawsuit when I resigned, no. 14 Q. (By Mr. Verhoeven) Okay. [REDACTED] 15 [REDACTED] 04:05:41 16 [REDACTED] 17 [REDACTED] 18 MS. DUNN: Objection to form. 19 THE DEPONENT: [REDACTED] 20 Q. (By Mr. Verhoeven) [REDACTED] 04:05:51 21 A. [REDACTED] 22 [REDACTED] 23 [REDACTED] 24 [REDACTED] 25 ////	1 A. I believe so. I mean, I would have to 04:07:24 2 read the whole thing compared to what I have -- 3 Q. Well, take your time. 4 A. -- but it looks approximately the same. 5 Q. Take your time. 04:07:29 6 A. Okay. Let me just read it real quick. 7 Okay. 8 Q. Just one second. 9 A. Okay. 10 Q. Okay. Do you need the question again? 04:08:44 11 A. Yeah. 12 Q. [REDACTED] 13 [REDACTED] 14 [REDACTED] 15 Do you remember that testimony? 04:08:59 16 MS. DUNN: Objection to form. 17 THE DEPONENT: I do. 18 Q. (By Mr. Verhoeven) And you referred to a 19 letter. 20 Do you remember that? 04:09:05 21 A. Yes. 22 Q. Is this the letter? 23 A. Yes. 24 Q. Okay. Do you need to take a minute? 25 A. No, let's keep going. 04:09:14
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1 (Exhibit 391 was marked for 04:06:05 2 identification by the court reporter and is 3 attached hereto.) 4 MR. VERHOEVEN: Okay. Let's mark as 5 Exhibit 391 an email dated June 20th, 2017, bearing 04:06:10 6 Control Numbers Uber 99109 through 9910. 7 MS. DUNN: Pursuant to the Court's order 8 on the motion in limine, I'm going to instruct the 9 witness he can answer questions about this, to the 10 extent that the questions have to do with this 04:06:47 11 lawsuit. 12 MR. VERHOEVEN: Okay. 13 MS. DUNN: Thanks. 14 MR. VERHOEVEN: We object to that. I'm 15 not sure we will have a problem, but we object to 04:06:58 16 that. I certainly don't recall any instruction 17 from the judge on that. 18 Q. (By Mr. Verhoeven) So is this the letter 19 that you are referring to? 20 I apologize that it's hardly legible, but 04:07:12 21 that's the way it was produced by your counsel. 22 A. This looks like it, yeah. 23 Q. Well, I need to know, yes or no. 24 A. Yes. Yes. 25 Q. This is the letter you were referring to? 04:07:23	1 Q. And do you recall any -- not everything 04:09:15 2 there, but just the Waymo lawsuit. Do you remember 3 any discussion you had with this decision on the 4 subject of the Waymo lawsuit beyond this letter? 5 A. There was none. 04:09:39 6 Q. Okay. In October of 2016, do you 7 remember having a discussion with Mr. Larry Page? 8 A. Yes. Yes. 9 Q. Okay. Did you call him? 10 A. I think he called me. 04:09:58 11 Q. Did you -- did you ask him to call you? 12 A. Yes, that's -- I did. That's usually how 13 it works with him, I think. 14 Q. Okay. Did you tell him you wanted to 15 talk about his interest in flying -- what was it -- 04:10:07 16 flying -- what -- what did you tell him you wanted 17 to talk about? 18 A. I wanted to talk him about flying cars. 19 Q. That's it. 20 A. How could you forget that? 04:10:25 21 Q. I didn't know the right name for it. I 22 was going to say flying cars, but I thought that 23 would be too simplistic. 24 A. We call them -- what's the other word for 25 it -- oh, yeah, VTOL, vertical takeoff and landing. 04:10:39
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1 Q. And -- and so a call happened in October 04:10:45	2 of 2016?	1 Q. A disagreement? 04:13:04	2 A. -- a --	3 MS. DUNN: Objection to form.
3 A. Yes.	4 Q. Okay. Was there any discussion on that 04:10:55	4 THE DEPONENT: It was like we were	5 having -- it was -- I felt like he wasn't -- we 04:13:09	6 didn't understand each other. It was just strange.
6 A. I definitely -- I mean, for me, it was --	7 it was starting with flying cars, but also talking	7 Because he -- I was trying to tell him, like, just	8 because we have hired his people, we haven't taken	9 his IP. And he kept not understanding that, but
8 about --	9 Q. Sure.	10 not explaining himself either. He wasn't getting 04:13:29	11 into details or in any way sort of helping me	12 understand his issue.
10 A. -- hey, is there a potential partner -- 04:11:12	11 is there a potential partner together. Those are	13 Q. (By Mr. Verhoeven) Did you say you would	14 look into it?	
12 two big things I wanted to speak about.	13 So, yes, partnering on driverless cars,	15 A. I told him, we will open up our facility 04:13:39	16 if you think we have taken IP. Like, come take a	17 look. We will have your people take a look. We
14 sorry.	15 Q. Okay. 04:11:21	18 will dig deep and make sure. But we were very	19 confident about the process of acquisition and the	20 process we have in hiring people. 04:13:54
16 A. Yeah.	17 Q. So what did you say to him about	21 Q. Do you remember saying that to Mr. Page?	22 A. I do.	23 Q. Okay. And what did he say in response?
18 partnering on -- in this conversation --	19 A. Yeah.	24 A. He -- he kind of just kept repeating the	25 same thing. This is what I remember. I don't 04:14:06	Page 324
20 Q. -- about partnering on driverless cars? 04:11:26	21 A. I don't remember the specific details,	Page 322		
22 but I -- was very similar to all the considerations	23 I have had over the years, which is: You guys			
24 have -- you guys have been working on this quite a	25 while. You have great expertise. We have			
1 developing expertise, but we haven't been in this 04:11:46	2 industry as long. We certainly have a lot of	1 remember the specific words, but it was -- it felt 04:14:07	2 like he was repeating the same thing over and over	3 again.
3 ridesharing things going on. There could be a	4 really interesting -- interesting potential in	4 Q. So you don't remember beyond that what he	5 said? 04:14:14	
5 partnering those two efforts. 04:11:58	6 Q. And what did he say on that subject in	6 A. No.	7 Q. Do you remember anything else during that	8 conversation on the subject of driverless cars
7 response to you during that call?	8 A. He said, still not very interested. And	9 beyond what you already testified to?	10 A. I don't remember anything else. 04:14:26	
9 maybe we can talk about that again in the new year.	10 Q. Did he say anything else that you can	11 MR. VERHOEVEN: All right. I have no	12 further questions at this time.	13 Oh. Sorry. I have a couple more
11 recall on the subject?	12 A. On -- on the partnering subject?	14 questions.	15 THE DEPONENT: Okay. 04:14:36	
13 Q. Yes, or the subject of driverless car	14 technology.	16 MR. VERHOEVEN: Won't be long.	17 (Discussion off the stenographic record.)	18 Q. (By Mr. Verhoeven) What did you do to
15 A. He -- he was -- he was upset about what 04:12:22	16 he -- what he kept talking about was us taking his	18 get prepared for today?	20 A. Spent a lot of hours sort of -- spent a 04:14:49	
17 IP.	18 Q. So what did he say about that?	21 lot of hours just trying to understand what a	22 deposition is about, try to understand how I should	23 approach this, generally.
19 A. He kept saying that he -- that -- that we	20 have taken his IP. And I kept responding and	24 Q. Did you meet with people?	25 A. Yeah. 04:15:07	Page 325
21 telling him that hiring his people is not taking	22 his IP.			
23 Q. And what did he say in response to you	24 when you said that?			
25 A. It was like we were having --	Page 323			

1	Q. Other than attorneys, did you ever	04:15:09	1	MS. DUNN: Okay. Great. Thank you.	04:17:27
2	have -- in preparation for this deposition, did you		2	Charlie.	
3	have conversations with non-attorneys?		3	MR. VERHOEVEN: Nothing further.	
4	A. No.		4	THE VIDEOGRAPHER: This marks the end of	
5	Q. When did you meet with the attorneys?	04:15:18	5	DVD No. 4 in the deposition of Travis Kalanick. We	04:17:34
6	A. Some on Monday; some on Tuesday; some on		6	are going off the record. The time is 4:17.	
7	Wednesday.		7	(Recess taken.)	
8	Q. So you prepped for three days?		8	THE VIDEOGRAPHER: Six hours and 15	
9	A. I did some amount of time on each of		9	minutes. So 45 minutes left.	
10	those days, yes.	04:15:30	10	MS. DUNN: Forty-five minutes left.	04:19:03
11	Q. Can you give some sense of how much you		11	Thank you.	
12	spent on each day?		12	(TIME NOTED: 4:19 p.m.)	
13	A. It was sort of like it ranged from four		13		
14	to eight hours.		14		
15	Q. Okay.	04:15:50	15		
16	A. On each day.		16	TRAVIS KALANICK	
17	Q. On each day.		17		
18	What is that, 12 to --		18		
19	A. Yeah, it wasn't 24. Because it was		19		
20	like -- I think it may have been like four hours on	04:15:56	20		
21	the shortest day and eight hours on the longest.		21		
22	Q. Okay.		22		
23	A. And -- and one more thing on this, just		23		
24	to be clear, is like there -- that wasn't like a		24		
25	straight eight hours. So, like, some of that time,	04:16:13	25		

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1	I'd just go work and then come back in. It wasn't	04:16:15	1	I, Rebecca L. Romano, a Certified Shorthand
2	straight. But it was back and forth during that		2	Reporter of the State of California, do hereby
3	time period.		3	certify:
4	Q. Okay. Did you do any prep for this		4	That the foregoing proceedings were taken
5	deposition before that week?	04:16:29	5	before me at the time and place herein set forth;
6	A. No.		6	that any witnesses in the foregoing proceedings,
7	Q. Okay.		7	prior to testifying, were administered an oath;
8	MR. VERHOEVEN: At this time, I have no		8	that a record of the proceedings was made by me
9	further questions. I have to say some things on		9	using machine shorthand which was thereafter
10	the record, though.	04:16:35	10	transcribed under my direction; that the foregoing
11	So we reserve this time to ask further		11	transcript is true record of the testimony given.
12	questions at a later time because there's privilege		12	Further, that if the foregoing pertains to the
13	fights that have not been resolved yet; document		13	original transcript of a deposition in a Federal
14	production has not been completed; the text issue		14	Case, before completion of the proceedings, review
15	is still being worked on.	04:16:56	15	of the transcript [] was [x] was not requested.
16	And just for the record, we disagree that		16	I further certify I am neither financially
17	we are limited to an aggregate of seven hours. We		17	interested in the action nor a relative or employee
18	can deal with that later; but, for the record, we		18	of any attorney or any party to this action.
19	disagree with that.		19	IN WITNESS WHEREOF, I have this date
20	MS. DUNN: For the record, our position	04:17:16	20	subscribed my name.
21	is you are limited to seven hours. And we will		21	Dated: July 28, 2017
22	just ask how much time has been reserved within		22	
23	that seven, so...		23	
24	THE VIDEOGRAPHER: Once I am done, I will		24	 Rebecca L. Romano, RPR,
25	give you the tally.	04:17:26	25	CSR. No 12546

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Federal Rules of Civil Procedure

Rule 30

(e) Review By the Witness; Changes.

(1) Review; Statement of Changes. On request by the deponent or a party before the deposition is completed, the deponent must be allowed 30 days after being notified by the officer that the transcript or recording is available in which:

(A) to review the transcript or recording; and

(B) if there are changes in form or substance, to sign a statement listing the changes and the reasons for making them.

(2) Changes Indicated in the Officer's Certificate. The officer must note in the certificate prescribed by Rule 30(f)(1) whether a review was requested and, if so, must attach any changes the deponent makes during the 30-day period.

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